THE AMAZING SPIDER-MAN®

MARVEL MASTERWORKS®

BY STAN LEE & JOHN ROMITA

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PRESENTS

the AMAZING SPIDER-MAN

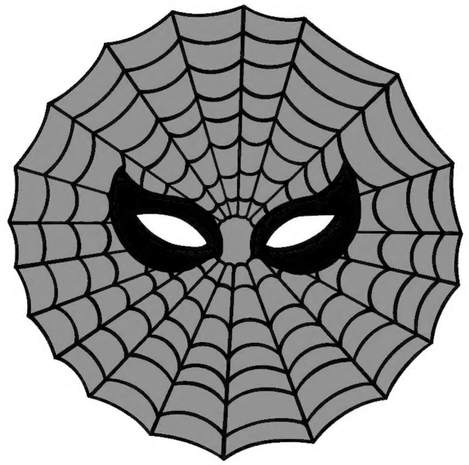
VOLUME 6

COLLECTING

THE AMAZING SPIDER-MAN Nos. 51-61

& ANNUAL No. 4

STAN LEE • JOHN ROMITA



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MARVEL MASTERWORKS
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NOS. 51-61 & ANNUAL NO. 4

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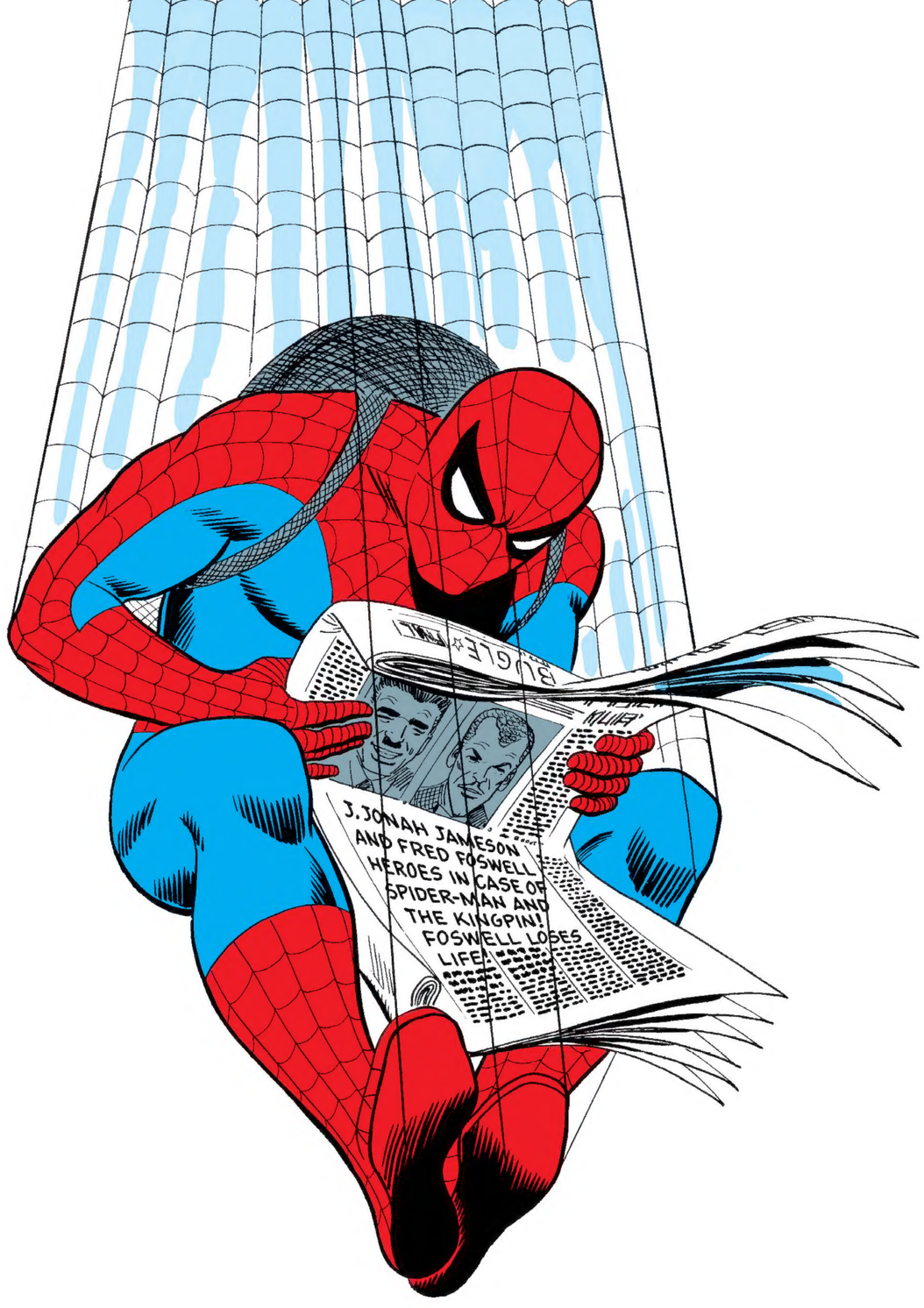

MARVEL MASTERWORKS

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INTRODUCTION
BY JOHN ROMITA

As you read the tales ahead of you in this collection, more often than not, it will seem to be a well-planned series of stories featuring a steady stream of characters engaged in the continuing actions and personal conflicts of their lives.

The truth is Stan Lee and I were just one step ahead of the readers, much like a young teacher who stays one day ahead of her students. Our plotting sessions varied wildly from two hours to a few minutes snatched between problems in the Production Department, supply problems or artist emergencies

Lots of plotting sessions ended abruptly with barely a premise or villain agreed upon. Usually Stan would plan further discussion later that day, but we generally settled for hastily shooting thoughts by each other on the run. This was common with us since I worked at the office full time and we could "always get together later." Often I was on my own and made decisions on details because I had a fairly thorough knowledge of what Stan would expect.

This was the double-edged sword I labored under at Marvel. From 1966 on, I was where Stan would reach me and ask me to make changes on artwork, give a young artist a pep talk or perhaps design a character or two. But, that also made me so familiar with Stan's successful approach, which made Marvel the leader it has been, that I would flesh out those plots to his satisfaction.

So you see, we didn't exactly plan the flow issue to issue. The magic element was Stan Lee's amazing knack of taking your pencils, often done in deadline haste, and not always carefully sequenced, and turning them into a seamless story that had been carefully thought out. Marvel artists and millions of readers have benefited from this "knack" of his.

In the stories collected in this *Marvel Masterworks,* we used the Kingpin as a pivotal fall-back character from time to time. This trick is traceable to my idol, Milton Caniff and his series, *Terry and the Pirates.* He cycled his memorable characters in and out as we readers looked forward to when they would reappear. I began my love of Caniff for the artwork, but his storytelling mastery became the more important and lasting legacy for me.

The characters we rolled out during my years on *Amazing Spider-Man* were my pride and joy. Stan would leave an index card tacked to my board before each plotting meeting with a name on it…no description or powers…just names such as "Shocker," "Rhino," "the Kingpin," "the Prowler," and others over the years. He let the names evoke their distinct abilities and behaviors.

My first thought would be to make them as different as I could from the familiar villains seen in comics for decades. This was the challenge I felt from the Stan Lee/ Steve Ditko years. Trying to match the Green Goblin, the Lizard, the Vulture, the Scorpion and, of course, Doctor Octopus, put me to the test each time we needed a new villain.

Doing a Doc Ock story was a chore that cost me many hours of sleep. Each panel for me was a tour-de-force of composition, perspective and dynamics only we who have worked on him can know, but what a character! I look forward to seeing the "big screen" Doc Ock in action. As the CGI artists know by now, Ock was always one of the toughest to draw.

With all these memorable bad guys parading through these tales, we still managed to weave in the growth and depth of Peter Parker's "personal life," characters like Mary Jane, Joe Robertson, Captain Stacy, Gwen's metamorphosis from "ice princess" early on into Peter's glamorous girlfriend, Flash Thompson about to mature as a man in uniform, Aunt May and Dr. Otto Octavius's courtship, and John Jameson giving his Spidey-hating dad gratitude lessons among so many others.

I must point out Don Heck's contribution to this collection. Stan was always scheming to gain more time for me to do other projects, one of which was to give me help on *Amazing Spider-Man.* It usually didn't gain me as much as we'd hoped since I still plotted with him and, with Don's issues, I'd do a blue-pencil rough layout of the whole story for Don to tighten up in pencil. Don Heck was a great stylist/artist and had been a favorite of mine for years, and it was a hoot to work with him. I also had a fondness for Ka-Zar (a character in the first book I plotted, *Daredevil* #12).

Reading these stories (as well as second-guessing the artist) after 35-plus years, I find a lot to be proud of. Stan and I had set out to entertain readers and my guess is, we succeeded. Having spoken to hundreds of readers at conventions in past years, who have told me how much they enjoyed our books, many have commented on how much they felt they had also gained in social perspective in their daily lives.

Every time I'm asked to comment on work done in the '60s, I'm struck by the fact that though I was just trying to make a living and support my family, I took away a huge bonus I never expected. I'm sure Stan has felt this often and it gives me a glimpse—a tiny version—of what my heroes Frank Capra, Mark Twain and Milton Caniff must have felt after touching so many with their craft.

I was lucky to have been in the right place—Marvel—at the right time to receive a bonus such as this.

JOHN ROMITA

2003

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL™ COMICS GROUP

12¢ IND. 51 AUG

"IN THE CLUTCHES OF.. The KINGPIN!"

THE AMAZING SPIDER-MAN!

"IN THE CLUTCHES OF... THE KINGPIN!"

AT LAST!!

WITH SPIDER-MAN GONE, THE CITY IS MINE!

HAVE YOU EVER ATTENDED AN UNDERWORLD SUMMIT MEETING! NO? THEN C'MON, TIGER... WE'RE JUST IN TIME...!

WHAT'S THAT? THE CITY *HIS*? NOT IF STAN LEE and JOHN ROMITA CAN DO ANYTHING ABOUT IT!

AND THAT GOES FOR *MICKEY DEMEO*, INKER, AND *SAM ROSEN*, LETTERER, AS WELL!

OKAY, KINGPIN..WE VOTED TO LET *YOU* TAKE OVER ALL THE MOBS!

NOW WHAT?

YEAH! NOW THAT *YOU'RE* CALLIN' THE TUNE, WHAT HAPPENS *NEXT?*

WE'RE ABOUT TO LAUNCH A *CAMPAIGN OF CRIME* SUCH AS THE CITY HAS *NEVER* KNOWN!

BUT, BEFORE WE BEGIN...

BRING ME TONIGHT'S EDITION OF THE *DAILY BUGLE!*

JONAH JAMESON SUSPECTS THAT SOMETHING IS IN THE WIND!

IF HE KEEPS RUNNING THESE *HEADLINES* AND *EDITORIALS*, SOMEONE IS LIABLE TO FIGURE OUT WHAT WE'RE *UP* TO!

AND THAT MEANS... *JAMESON MUST BE SILENCED!*

FINAL

WEATHER

DAILY BUG

UNDERWORLD TAKEOVER RUMORED!

AN EDITORIAL BY J. JONAH JAMESON PUBLISHER

YOU WANT ME TO GET SOME OF THE *BOYS* TOGETHER, KINGPIN?

NOT *YET!* PERHAPS THERE'S A *BETTER* WAY!

FIRST, WE'LL GIVE JAMESON A *CHANCE*...WE'LL MAKE HIM AN *OFFER*...TO PLAY *BALL* WITH US!

AND WHAT IF HE *REFUSES?*

THEN THE *BUGLE* GETS ITSELF A *NEW* PUBLISHER!

PIPP!

BLINKER! TAKE A FEW OF YOUR MEN AND *GO GET JAMESON!*

IT'LL BE A *BREEZE*, KINGPIN!

OKAY, YOU GUYS-- LET'S *GO!*

BUT *NO SLIP-UPS!* TAKE YOUR TIME... WAIT FOR THE RIGHT MOMENT!

THEN BRING HIM HERE TO *ME!*

THE *REST* OF YOU STAY HERE! I'VE *OTHER* JOBS LINED UP AND WAITING!

THEN HOW ABOUT FILLIN' *US IN* SO WE KNOW WHERE WE *STAND?*

YEAH! WE'RE GETTIN' KINDA *EDGY* JUST HANGIN' AROUND 'N *WAITIN'!*

WE WANT SOME *ACTION*-- OR WE *CUT OUT!*

NOBODY CUTS OUT UNTIL *I* SAY SO...UNLESS YOU PLAN TO LEAVE *FEET FIRST!*

IF IT'S *ACTION* YOU WANT, I'LL SEE THAT YOU *GET* IT!

BIG TURK!! I'VE GOT A LIST OF *SERVICE STATIONS* FOR YOU AND YOUR MOB TO PUT THE *SQUEEZE* ON!

TODAY IS *COLLECTION DAY* AT EACH ONE OF THEM...ONLY *WE'RE* THE ONES WHO'LL DO THE *COLLECTING!*

SERVICE STATIONS?!! I THOUGHT WE WERE IN THE BIG TIME!
THIS IS JUST A TEST! I WANT TO SEE HOW YOU OPERATE! NOW GET GOING!
YOU GONNA LET 'IM TALK TO US LIKE THAT, BIG TURK?
YEAH!..AS LONG AS HE'S HOLDIN' THAT DISINTEGRATOR CANE OF HIS!
ANYWAY, WE DON'T HAVETA WORRY ABOUT SPIDER-MAN NO MORE!

...BUT THAT'S WHAT THEY THINK!
BOY, IT FEELS GREAT TO BE WEB-SWINGIN' AROUND TOWN AGAIN!
UH OH! WHAT'S THAT...DOWN BELOW?
LOOKS LIKE TROUBLE AT THAT SERVICE STATION!

THWIP!
OKAY, I GOT THE TAKE IN THIS BRIEFCASE! NOW LET'S--- HEY!!
SOMETHIN' PULLED IT.. OUTTA MY HAND!
IT'S A HUNKA WEBBING!
MUST BE-- SPIDER-MAN!

AWWW... ONE OF YOU MUSTA PEEKED!
CAN I BORROW THOSE GUNS, FELLAS?
THANKS A HEAP!

DON'T JUST STAND THERE, YOU LUNKHEADS!! HE'S MAKIN' MONKEYS OUTTA YA!
NOT A CHANCE, CHUM! OL' MOTHER NATURE BEAT ME TO IT!
COME TO POPPA, LITTLE POP-GUNS!
RUSH 'IM! HE CAN'T FIGHT US ALL!

FIGHT YOU?? OH, PERISH FORBID!!
I THOUGHT THIS WAS A MEETING OF THE SPIDER-MAN FAN CLUB ---!
AND I JUST WANTED IN!
THOK!

HEY, BIG TURK... I DON'T *GET* IT!

THE *KINGPIN* SAID THIS WEBHEAD WAS *DEAD*...OR SOMETHIN'!!

WHAT'S HE TRYIN' TO *DO*...PULL A *FAST* ONE?

THE *KINGPIN*, EH? I'LL HAVE TO *REMEMBER* THAT NAME!

STOW THE *QUESTIONS*, YOU GUYS!

FIRST, LET'S *POLISH OFF* THE MASKED WISEGUY!

HURRY, WILLYA? I CAN'T *HOLD* 'IM!

CORRECTION, BUTTERBALL!! I THOUGHT *I* WAS HOLDING *YOU!*

FORGET IT, FREAK! IT AIN'T GONNA *MATTER* NO MORE!

ONCE I LETCHA HAVE ONE SOLID *KARATE CHOP*, IT'LL BE ALL *OVER!*

SO JUST *HOLD THAT POSE* MISTER... HERE IT *COMES!*

HAH! THE FAMOUS *SPIDER-MAN!!* BIG DEAL!

HE'LL NEVER WANNA TANGLE WITH *BIG TURK* AGAIN--*THAT'S* FOR SURE!

I DON'T *GET* IT! I THOUGHT HE WAS A *DOZEN* TIMES STRONGER THAN ANY ORDINARY JOE!

HOW COME YA KNOCKED 'IM OUT WITH *ONE* BLOW?

HE *DIDN'T*, CHARLIE!

I HAD A KING-SIZED *ITCH* BACK THERE, AND I FIGURED IF I *WAITED* LONG ENOUGH, ONE OF YOU PUSSYCATS WOULD *SCRATCH* IT FOR ME!

BZOK!

AND NOW, I'LL BE GLAD TO RETURN THE FAVOR--- IN SPADES!

SAY! I JUST THOUGHT OF SOMETHING--

I SURE HOPE YOU CHAPS DIDN'T EAT HEAVY MEALS LATELY!

BOP!

ZO!

C'MON, SHORTY---, GIVE 'ER THE GUN! LET'S GET OUTTA HERE!

SURE, BIG TURK!

BUT, WHAT ABOUT THE REST OF THE GUYS?

WHO CARES? THERE'S ALWAYS MORE WHERE THEY CAME FROM!

BESIDES, WE GOTTA TELL THE KINGPIN WHAT WE'RE UP AGAINST!

THE ONE CALLED BIG TURK IS MAKING HIS GETAWAY!

LOOKS LIKE I'M JUST STUCK WITH THE LEFTOVERS!

WELL, I DID MANAGE TO BREAK UP THEIR LITTLE ROBBERY..!

AND NOW IT'S TIME FOR OUR MOMENT OF TRUTH!

Stop AND Save

BANK

VROOOOOMMMM

OKAY, KIDDIES--THE PARTY'S OVER--- SO BACK TO YOUR PLAYPENS!

WE'RE GONNA PLAY SCHOOL NOW--- AND YOUR OLD UNCLE SPIDEY WILL BE THE TEACHER!

WE'LL START WITH A LITTLE TEST.. AND YOU BETTER KNOW THE ANSWERS!

WHEEEEEEEEEEEEEEE

SIRENS! THE POLICE!

POLICE

NOW---WHO AND WHAT--IS THE KINGPIN?!!

IF ONLY THEY'D WAITED A FEW MORE MINUTES!!

WELL, THAT'S MY CUE TO DO A LITTLE *WALL-CRAWLING!*

THE *POLICE* WILL BE ABLE TO TAKE UP WHERE I LEFT OFF!

POLICE

AS FOR *ME*, I'LL JUST COLLECT MY AUTOMATIC *CAMERA* AND SELL THE SPIDEY PIX TO JOLLY *JONAH!*

UH OH! I JUST *REMEMBERED*..!

WHEN I THOUGHT I WAS *FINISHED* WITH THE *SPIDER-MAN* BIT, I TOLD JAMESON WHERE TO GET *OFF!*

NOW I'VE GOTTA SWALLOW MY *PRIDE*, AND CONVINCE HIM I WAS.. ULP.. ONLY *KIDDING!*

BUT, THERE IS *ONE* MAN WHO ALMOST *NEVER* KIDS! SUPPOSE WE VISIT HIM AGAIN NOW---

I'LL SLIDE THE *DRAPES* BACK AND OBSERVE OUR CAPTIVE THROUGH THE HIDDEN *ONE-WAY MIRROR!*

SO, *FREDRICK FOSWELL* THOUGHT I WOULD LET *HIM* TAKE OVER OUR OPERATION, SIMPLY BECAUSE HE HAD ONCE BEEN THE *BIG MAN* BEFORE HE SUPPOSEDLY WENT *STRAIGHT!*

WHY DON'TCHA JUST POLISH HIM OFF *NOW*, KINGPIN?

HE AIN'T DOIN' *ANYBODY* ANY GOOD IN *THERE!*

NO! I HAVE *OTHER* PLANS FOR MR. FOSWELL!

CLICK!

A MAN WITH HIS RATHER UNUSUAL *EXPERIENCE* MAY BE OF SOME *USE* TO ME!

AND A GOOD *GENERAL* NEVER LETS ANY MANPOWER GO TO *WASTE!*

BRING OUR GUEST *IN* HERE, FLINT!

IT'S TIME WE HAD A LITTLE *TALK!*

AND SO...

I *THOUGHT* YOU'D REALIZE YOU *NEEDED* ME, KINGPIN!

INDEED? WHAT MADE YOU SO *SURE?*

BECAUSE NOBODY'S *EVER* BEEN ABLE TO TAKE OVER *ALL* THE MOBS BEFORE--- EXCEPT *ME!*

I KNOW HOW *HARD* IT IS TO KEEP THEM ALL IN *LINE!*

YOU'D BE A *FOOL* TO PASS UP ANY HELP YOU CAN *GET!*

AND THERE IS ONE THING WE *BOTH* KNOW...

THE KINGPIN IS *NOT* A FOOL!

LET'S QUIT *SPARRING* WITH EACH OTHER, KINGPIN!

BEFORE WE DISCUSS TERMS, I NOTICE YOU'RE REACHING INTO YOUR *POCKET*...

IF WE'RE GONNA WORK *TOGETHER*, WHAT ARE YOUR *TERMS*?

THEREFORE, LET ME EXTEND A SLIGHT *WARNING*...

THE *OBLITERATOR BEAM* WITHIN MY WALKING STICK CAN *ATOMIZE* YOU BEFORE YOU CAN MAKE ANOTHER MOVE!

RELAX, MISTER! I'M NO CHEAP *HOOD*, REACHING FOR A GUN!

I DO *MY* FIGHTING WITH MY *BRAINS*!

FLINT! GIVE ME A *LIGHT!*

WHO DO YOU THINK YOU'RE *TALKIN'* TO LITTLE MAN?

YOU *HEARD* THE MAN, FLINT! GIVE HIM A LIGHT!

KLIK!

OKAY! HERE..!

WE'LL GET ALONG JUST *FINE*, FOSWELL!

I LIKE YOUR *STYLE!*

SLAM!

SO! SPIDER-MAN'S *OUT OF ACTION*, HUH?

WHAT WERE YA TRYIN' TO *PULL*, YA FINK!

THUMP!

BIG TURK!!

WE JUST GOT AWAY BY THE SKIN OF OUR *TEETH!*

THEY SAW.. *SPIDER-MAN??*

YOU DARE BREAK IN *HERE*.. ON THE *KINGPIN*.. LIKE THIS?!!

THAT AIN'T *ALL* WE DARE! YOU'RE *FINISHED*, FATSO!

AND WE'RE GONNA TELL YA GOOD-BYE... *OUR* WAY!

LET'S *GET* 'IM, BIG TURK! *NOBODY* CAN MAKE FOOLS OF *US*, THE WAY *THAT* LYIN' FINK TRIED TO DO!

IT'S ALL RIGHT, FLINT! THERE'S NO NEED FOR *CONCERN!*

I'M NOT IN ANY DANGER AT ALL!

NOW I'LL SEE IF THE *KINGPIN* IS AS GOOD AS HE *CLAIMS* HE IS!

WE'RE MERELY FACED WITH A LITTLE *DISCIPLINARY PROBLEM*..AND I'LL HANDLE IT IN MY *OWN* FOOL-PROOF WAY!

HOLD IT,! YOU PUNKS! MAKE ANOTHER MOVE TOWARD THE *KINGPIN*, AND I'LL *VENTILATE* THE BOTH OF YA!

YOU GENTLEMEN ARE ABOUT TO LEARN A LESSON YOU'LL *NEVER* FORGET..!

TALK IS CHEAP, FAT MAN!
THANKS FER HOLDIN' BACK YER STOOGE... NOW I'LL SHUT 'IM UP BUT GOOD!
AND THEN I'LL BOUNCE YOU ALL OVER THE PLACE... LIKE A HUNKA BLUBBER!
DON'T TURN YER BACK TO 'IM, TURK...
THOK!
HE'S STILL GOT THAT CRUMMY CANE OF HIS!

YOU NEED NOT TROUBLE YOURSELVES ABOUT MY CANE, GENTLEMEN..!
THAT'S ONLY FOR SERIOUS PROBLEMS!
BUT NOW, I WILL NOT DENY MYSELF THE PLEASURE OF HUMBLING YOU WITH MY BARE HANDS!

BARE HANDS?!!
SINCE WHEN CAN A TALKIN' TUB OF JELLO DO ANY--- HEY!!
MY FIST!! IT FEELS LIKE--IT'S CAUGHT IN... SOME KINDA STEEL VISE..!!
ZUP!
HOW CAN ANYONE THAT SIZE... MOVE SO FAST..??
DID IT NEVER OCCUR TO YOU TO WONDER HOW I BECAME THE UNDISPUTED LORD OF THE UNDERWORLD?

DID YOU NEVER SUSPECT THAT YOU MIGHT BE MISTAKEN?
---THAT YOU MIGHT BE CONFUSING SOLID MUSCLE FOR MERE FAT?
MY FINGERS!!
YER SQUEEZIN' 'EM--LIKE THEY'RE NUTHIN'!
LEGGO! I GIVE UP!! HONEST--YOU-- YOU GOTTA LEGGO..!!

YOU SPINELESS FOOL! AFTER ALL YOUR BIG TALK... YOUR ILL-CONCEIVED THREATS... YOU'RE JUST LIKE ALL THE OTHERS...
WHEN YOU FINALLY FACE THE INCOMPREHENSIBLE POWER OF THE KINGPIN, YOU BECOME A HELPLESS, SNIVELLING COWARD!

BIG TURK IS THE *STRONGEST*--- THE *TOUGHEST* MOB LEADER IN THE EAST!

YET, THE *KINGPIN* TOSSED HIM LIKE A RAG DOLL!

LOOK AT HIM *STAND-ING* THERE ... HE'S NOT EVEN *WINDED!*

HE'S FAR MORE *POWERFUL* ---MORE *DANGEROUS*.. THAN I EVER SUSPECTED!

THE LESSON IS *ENDED!* ON YOUR *FEET*, YOU CRINGING CARRION!

WITH HIS *MONEY*--HIS *OBLITERATOR CANE*... AND HIS OWN *STRENGTH*-- HE DOESN'T HAVE TO FEAR *ANYONE!*

SURE, KINGPIN-- *SURE!* ANYTHING YOU SAY..!

GET BACK TO YOUR RAT-HOLES--- *BOTH* OF YOU!

YOU WILL WAIT TILL I NEXT *SEND* FOR YOU ---AND, WHEN I *DO*... YOU'LL COME *RUNNING!*

NEVER, AS LONG AS YOU *LIVE*, WILL YOU FORGET THAT THE *KINGPIN* IS YOUR *MASTER!*

YOU CAN SAY *THAT* AGAIN!

NOW *GET OUT!* THE VERY *SIGHT* OF YOU IS *OFFENSIVE* TO ME!

C'MON, TURK! DON'T MAKE 'IM TELL US *TWICE!*

SO! *SPIDER-MAN* IS BACK IN *ACTION*, IS HE?

BUT *NOW*, I MUST FIND A USE FOR *YOU*, FOSWELL!

WELL, HE SHALL LIVE TO *REGRET* IT!

I *HAVE* IT! *YOU'RE* THE MEANS BY WHICH I'LL SILENCE *JONAH JAMESON*--FOREVER!

WHAT..DO YOU HAVE.. IN MIND?

AND, EVEN AS THE UNBELIEVABLY POWERFUL *KINGPIN* SPEAKS ...

RUMORS! RUMORS! RUMORS! BUT NO BLASTED *NEWS!!*

THE CITY'S IN THE GRIP OF ITS BIGGEST *CRIME WAVE*, AND NO ONE CAN FIND OUT WHO'S *BEHIND* IT!

AND WHERE IN BLAZES IS *FOSWELL* WHEN I *NEED* 'IM??

SUPPOSE WE REPLACE HIM WITH *NED LEEDS?*

YOU CAN REPLACE 'IM WITH *DONALD DUCK*, JUST SO'S I GET A *STORY!!*

SECONDS LATER---

I HEARD YOU *WANTED* ME, MR. JAMESON!

YOU'RE ROOTIN'-TOOTIN' *RIGHT* I WANT YOU! I WANT YOU TO GET THE *FACTS* BEHIND THE CRIME WAVE!

BUT, I'VE *BEEN* WORKING ON IT--- NIGHT AND DAY--- FOR THE PAST *WEEK!* THERE JUST AREN'T ANY *LEADS!*

THEN WORK ON IT NIGHT AND DAY FOR *ANOTHER* WEEK! I WANT *RESULTS*.. NOT *EXCUSES!*

AND FIND ME A *PHOTO-GRAPHER*--TO REPLACE THAT PUNK KID *PARKER!*

YOU DON'T *HAVE* TO REPLACE ME, MR. JAMESON..

I'M *BACK!*

YOU!

THE TEENAGE *TRAITOR* WHO WALKED OUT ON ME WHEN I *NEEDED* YOU *MOST!*

WADDAYA *MEAN* YOU'RE BACK? WHO *WANTS* YOU? WHO *MISSED* YOU? WHO *NEEDS* YOU??

WE DO, MR. J! YOU JUST *SAID* SO--REMEMBER?

HE'LL PROBABLY BLOW A *GASKET*... BUT I'VE GOTTA *TAKE* IT!

SHUDDUP, LEEDS! NEVER MIND *WHAT* I SAID!

GET *IN* HERE, PARKER! I'VE GOT SOME-THIN' TO *SAY* TO YOU..!!

I WOULDN'T TAKE YOU BACK ON A *BET!*

YOU'VE BEEN A *THORN* IN MY SIDE SINCE THE DAY YOU FIRST *CAME* HERE!

NOW GOWAN-- *GET OUT!* GO PEDDLE YOUR PAPERS SOMEWHERE *ELSE!* YOU'RE *THROUGH* HERE!

I THINK YOU'RE TRYING TO *TELL* ME SOMETHING!

WELL, IN *THAT* CASE YOU WON'T WANT THESE LATEST *PICTURES* I TOOK...OF *SPIDER-MAN!*

WHA..? YOU'VE GOT *NEW* PICTURES OF THAT WALL-CRAWLING WEASEL ??!

THAT'S *RIGHT!* BUT DON'T WORRY ABOUT *ME*, J.J.!

I'M SURE I CAN SELL THEM SOMEWHERE *ELSE!*

HOLD IT, YOU SILLY BOY! CAN'TCHA TAKE A *JOKE?*

LET'S *SEE* THEM!

SAY! NOT *BAD!* NOT BAD AT *ALL!* SO HE *IS* BACK IN ACTION AGAIN, EH?

THIS IS YOUR *LUCKY DAY*, PARKER! I'VE DECIDED TO *FORGIVE* YOU AND TAKE YOU *BACK!*

NO *WONDER* THEY CALL YOU *SANTA!*

BUT THAT DOESN'T MEAN THIS IS A HANGOUT FOR *LOAFERS!!*

LEEDS, GET TO WORK! *MISS BRANT*, FINISH YOUR FILING! AND *PARKER*...GET ME MORE *PICTURES!*

GLAD YOU'RE AS *LOVE-ABLE* AS EVER, JJ!

AND SOMEONE FIND *FOSWELL* FOR ME, BLAST IT!

SO *FRED FOSWELL'S* MISSING, EH?

HE'S JONAH'S *STAR REPORTER!* WONDER WHAT COULD HAVE *HAPPENED* TO HIM?

WELL, NO TIME TO WORRY ABOUT *THAT* NOW--I'VE *STILL* GOT TO LEARN MORE ABOUT THE *KINGPIN!*

BUT, WHERE DO I *BEGIN?*

I'M PRETTY DARN SURE HE WON'T BE LISTED IN THE *PHONE BOOK!*

LOOK! THERE'S *PETER PARKER!*

HE'S PASSING RIGHT *BY*...WITHOUT EVEN LOOKING *IN!*

I'LL JUST KEEP RIDING AROUND...

I MAY GET *LUCKY* AND STUMBLE ONTO SOMETHING!

...AND JUST WHEN I COULD HAVE *USED* THOSE WAY-OUT *WHEELS* OF HIS FOR A LUSCIOUS LIFT *HOME!*

THAT'S THE *BREAKS*, MJ! BUT DON'T DESPAIR...*HARRY AND I* CAN DROP YOU OFF WHEN WE LEAVE!

I KNOW WHY *YOU'RE* SMILING, GWEN! IT *BUGS* YOU WHEN I'M ALONE WITH PETEY... *DOESN'T* IT?

IN CASE YOU HAVEN'T *NOTICED*, LADY...GWEN IS *MY* DATE!

SURE, BECAUSE *MR. P.* DIDN'T ASK HER *FIRST!*

GOOD OL' MARY JANE! ANYTHING FOR A *LAUGH*, EH?

DO *YOU* THINK I'M BEING FUNNY, GWENDOLYNE?

I THINK...PERHAPS IT'S TIME WE WERE GETTING *HOME!*

AND, IT'S TIME *WE* WERE BRACING FOR NEW *ACTION*--!

WHY IS MY *SPIDEY SENSE* TINGLING? ALL I SEE ARE *FOUR MEN*, ENTERING THAT SWANKY PRIVATE *CLUB*--!

BUT, I BETTER PARK MY BIKE AND GET INTO *COSTUME*... JUST IN CASE!

NOTHING SEEMS TO BE *WRONG!* AND YET...

I CAN'T AFFORD TO TAKE ANY *CHANCES!* MY LITTLE BUILT-IN *BUZZER* HASN'T EVER FAILED ME *YET!*

UH OH! I WAS *RIGHT!*

WHILE NOBODY ELSE IS *NOTICING*, THOSE FOUR GOONS HAVE THE *MANAGER* OFF IN A CORNER...

AND I CAN TELL... EVEN FROM *HERE*... THAT THEY'RE ABOUT TO *LEAN* ON HIM!

ONE OF 'EM IS PULLING A *GUN!*

NO TIME TO FIND AN OPEN WINDOW-- I'VE GOTTA *MOVE*..!!

THE *KINGPIN* DON'T LIKE JOES WHO GIVE US ANY *TROUBLE*, SEE??

THEN THE *KINGPIN* IS GONNA BE REAL *ANNOYED* AT YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN*, GENTS!

HEADS UP, YOU GUYS! IT'S THE *WALL-CRAWLER* AGAIN!!

CRASH!

YOU OUGHTTA BE *ASHAMED* OF YOURSELVES!

NOT ONLY DO YOU TRY TO *HIJACK* ONE OF THE *CLASSIEST* PLACES IN TOWN...

--BUT YOU DIDN'T EVEN PHONE AHEAD TO MAKE A *RESERVATION!*

UHH!

OOOFF!

TSK TSK! HOW *GAUCHE* CAN YOU BE?

LOOK OUT!!

STOP 'IM, YOU GUYS! HE'S RUININ' THE WHOLE *BIT!*

WADDA YA THINK WE'RE *TRYIN'* TO...

YUMMPFF!

SPAK!

WOK!

HTUMPT!

LOOK, WHY DON'T YOU CLOWNS JUST WAVE A *WHITE FLAG* AND SAVE US *ALL* A LOT OF TROUBLE!

--YOU'VE EARNED YOUR-SELVES AN *A-FOR-EFFORT,* ANYWAY!

BIAK!

CHARLIE!! HURRY UP! USE THE *GIMMICK!!*

YOU SURE ARE GLUTTONS FOR *PUNISHMENT!*

DON'T WORRY, SMART GUY... YOU'RE GONNA FIND OUT RIGHT *NOW!*

HOW ABOUT CLUIN' ME IN ON WHICH ONE IS *CHARLIE*... AND WHAT THE *GIMMICK* IS?

MUST BE THE ONE WHO'S STILL *STANDING*.. PULLING AN *EXPLOSIVE* OUT OF HIS POCKET!

IT'S SOME KIND OF *GRENADE*...

MINIATURIZED... JUST BIG ENOUGH TO STUN THE ONE WHO GETS... *UNHHHH!!*

PTOW!

THAT *DID* IT!! YA *GOT* 'IM!

YEAH.. YEAH! NOW LET'S GET *OUTTA* HERE.. WHILE WE STILL *CAN!*

IF NOT FOR... MY *SPIDER STRENGTH*... I'D BE.. A *GONER* BY NOW!

THE GRENADE WAS... MORE *POWERFUL*... THAN I THOUGHT..!

LOOK! THAT EXPLOSION WEAKENED THE *BEAMS!!*

THE WHOLE *CEILING* IS ABOUT TO *FALL!* WE'LL ALL BE *CRUSHED!*

MOVE IT, YOU GUYS! THIS PLACE AIN'T GONNA *LAST* MUCH LONGER!

SPIDER-MAN!! THIS IS ALL *YOUR* DOING!!

LOOKS LIKE *I'LL* END UP GETTING THE *BLAME*... AS *USUAL!*

BUT, I CAN'T LET *THAT* WORRY ME NOW..!

I'M GONNA BE A MIGHTY *BUSY* LITTLE WEB-SLINGER FOR THE NEXT FEW SECONDS!

FIRST THING TO DO IS SLAP MY STICKY *SPIDEY TRACER* ON ONE OF THOSE HOODS!

THEN, I'VE GOTTA GET UNDER THE *MAIN BEAM--!*

DON'T JUST *STAND* THERE, BRIGHT EYES! GET THIS PLACE *CLEARED OUT!*

I DON'T FIGURE TO MAKE A *LIFE'S WORK* OUT OF HOLDING UP SAGGIN' CEILINGS!

HE'S ROOTED TO THE SPOT... ALMOST *NUMB* WITH SHOCK AND FEAR!

I ...I CAN'T HOLD OUT MUCH *LONGER!!*

BUT THEN...

HE FINALLY SNAPPED *OUT* OF IT!

IF I CAN HANG ON... ANOTHER FEW *SECONDS*.. EVERYONE WILL BE *SAFE!*

AND THEN..

...IF I CAN MAKE IT THROUGH THE WINDOW *FAST* ENOUGH...

I'LL LIVE TO CRAWL ANOTHER WALL!

THERE SHE GOES! ...I GUESS THEY JUST DON'T BUILD 'EM LIKE THEY USED TO!

WELL, IT COULDA BEEN WORSE! AT LEAST NO ONE WAS HURT!

NOW, ALL I'VE GOT TO DO IS PICK UP MY LITTLE TRACER'S TRAIL!

AND, UNLESS I'M WAY OFF BASE, IT'LL LEAD ME RIGHT TO COUSIN KINGPIN!

EVEN AS SPIDEY SWINGS THROUGH THE NIGHT, ANOTHER OF THE KINGPIN'S GUN-TOTING TASK FORCES APPROACHES THE DAILY BUGLE BUILDING ---

THERE'S JAMESON NOW...AT HIS WINDOW!

HE'S WORKIN' LATE AGAIN!

OKAY! OKAY! THEN WHAT'RE WE WAITIN' FOR?

ON YOUR FEET, MISTER! YOU BEEN WORKIN' TOO HARD --- SO WE'RE GIVIN' YOU A VACATION!

YEAH! WE'RE TAKIN' YA FOR A NICE LITTLE RIDE...TO VISIT THE KINGPIN!

THE KINGPIN! THEN...I WAS RIGHT! THERE IS SOMEONE BEHIND THE CRIME WAVE!

BUT...WHAT DOES HE WANT WITH ME??

BRIEF MINUTES LATER ---

ARE YOU NICE AND COMFY, JAMESON?

THIS IS INSANE! NOBODY GETS TAKEN FOR RIDES ANY MORE---

WHEN THE KINGPIN SAYS RIDE, BROTHER.. YOU RIDE!

WHO IN BLAZES IS THE KINGPIN??

..EXCEPT ON THE UNTOUCHABLES!

HE'S OUR SCOUTMASTER! NOW SHUDDUP!

FINALLY---

WELL, WELL! IF IT ISN'T JONAH JAMESON!

HOW NICE OF YOU TO DROP IN!

COME, COME, GENTLEMEN... DON'T KEEP OUR GUEST STANDING OUT IN THE HALL!

YOU HEARD THE KINGPIN!

WALK!!

I *KNOW* WHAT A BUSY MAN YOU ARE, SO I'LL COME RIGHT TO THE *POINT*..

I WANT YOU TO *STOP* STEAMING UP THE PUBLIC ABOUT THE SO-CALLED *CRIME WAVE* HERE IN THE CITY!

IN A *PIG'S EYE!* NOBODY TELLS *ME* WHAT TO WRITE IN MY PAPER!

EXCELLENT! SPOKEN LIKE THE TRUE *CRUSADER* THAT YOU ARE!

I APPLAUD YOUR OBVIOUS *COURAGE*...

BUT ALAS...YOU WILL LIVE TO *REGRET* IT!

WHAT--DO YOU--- *MEAN?* WHAT ARE YOU--GONNA *DO??*

ALL IN GOOD TIME, JAMESON!! BUT FIRST... WHAT IS *THIS?*

IT'S *CHARLIE* AND HIS BOYS, KINGPIN! THEY SAY THAT *SPIDER-MAN* KIBOSHED THE CAPER!

SPIDER-MAN-- *AGAIN?!!*

BUT THE WHOLE JOINT *CAVED IN*--- AND HE WAS STILL *INSIDE!*

I FIGGER WE KISSED 'IM OFF AT *LAST!*

IN *THAT* CASE, YOUR MISSION *SUCCEEDED*.. BEYOND MY FONDEST HOPES!

BUT NOW, I STILL HAVE *ANOTHER* MINOR MATTER TO *DISPOSE* OF--!

FOSWELL, WOULD YOU BE GOOD ENOUGH TO INFORM OUR GUEST THAT THE *KINGPIN* DOES NOT PLAY *GAMES?*

WHA--WHAT DID YOU MENTION MY *NAME* FOR ??

TO BE SURE YOU DO NOT TRY TO *BETRAY* ME!

ONCE IT IS KNOWN THAT YOU'VE RETURNED TO *CRIME*--- YOU CAN *NEVER* TURN BACK!

HE'S FAR *CLEVERER*-- FAR MORE *DEADLY*--THAN I *THOUGHT!*

IF *JAMESON* DOESN'T PLAY ALONG---IT'LL MEAN HIS *LIFE!*

FOSWELL! ARE YOU REALLY *THERE?*

IS IT *TRUE* THAT YOU'VE JOINED FORCES WITH THE *KINGPIN??*

NEVER MIND ABOUT *ME*, JAMESON!

I'M *ADVISING* YOU--- DO WHAT THE KINGPIN *TELLS* YOU TO!

SO! I WAS *WRONG* TO EVER *TRUST* YOU!!

YOU'RE NO *BETTER* THAN---THAT SKUNK *SPIDER-MAN!*

AND, SPEAKING OF *SPIDEY*...

ACCORDING TO MY LITTLE *TRACER*, THE TRAIL ENDS IN THAT *PENTHOUSE* JUST AHEAD!

THAT MAN MOUNTAIN.. BEHIND THE MARBLE DESK...

IT MUST BE HIM.. THE KING-PIN!

AND...IT LOOKS LIKE I'VE REALLY STUMBLED ONTO SOMETHING!

THEY'VE GOT JOLLY JONAH THERE... BLINDFOLDED!! HE MUST BE A PRISONER!

BUT, THAT'S NOT WHAT GRABS ME! BEHIND THE KINGPIN--IT'S FOSWELL!

HE'S TURNED CROOKED AGAIN! HE'S ONE OF THE MOB!

HEY... LOOK! WHAT'S THAT?!!

IT'S THE SPIDER-MAN SIGNAL!

..COMIN' FROM THE WINDOW!

THE WALL-CRAWLER'S STILL ALIVE! HE FOUND US... HE'S ON THE TERRACE!

AFTER HIM!! QUICK!

LET'S GO! I'D RATHER FACE SPIDER-MAN THAN GET THE KINGPIN MAD AT US!

BUT... WHERE IS HE?

LOOK ALIVE, YOU FOOLS! HE MUSTN'T GET AWAY!

FAN OUT! HE'S GOTTA BE HERE SOMEWHERE!

THERE AIN'T A SIGN OF HIM!

THANKS, BOYS! NICE OF YOU TO MAKE A FELLA FEEL WANTED!

THERE HE IS!

NOW YOU TELL US!

AND NOW... SINCE IT'S PAST YOUR BEDTIME..!

HE'S MORE DANGEROUS THAN I THOUGHT!

STAY BACK, FLINT...

I'LL HANDLE HIM MYSELF!

A RAY BLASTER.. IN HIS CANE!

WHAT OTHER LITTLE TRICKS DOES HE HAVE FOR ME ?

NOT THAT WAY, YOU WON'T!!

ZZZT!

YOU'RE FAST, SPIDER-MAN!

BUT SPEED ALONE CAN'T SAVE YOU FROM ME!

WELL, IT'LL HAVETA DO TILL SOMETHING BETTER COMES ALONG!

ANYWAY, I THOUGHT YOU'RE THE ONE WHO'S TRYING TO SAVE HIMSELF!

YEOWWF!
COUNT YOUR BLESSINGS, PUDGY...
YOU'RE LUCKY I'M NOT WEARING BASEBALL SHOES!
THWIPP!
SAY! WHAT DOES IT TAKE TO SEND YOU BEDDY-BYE?
OH NO YOU DON'T!
THAT CANE OF YOURS IS OFF-LIMITS NOW!
SORRY ABOUT THAT, SWEETIE!
SPAK!
UNHHH..!
NOT AS SORRY AS YOU'RE GOING TO BE!
YOU MADE THE SAME FATAL MISTAKE AS EVERYONE ELSE WHO FACES THE KINGPIN...!

YOU THOUGHT OF ME AS NOTHING *MORE* THAN A HELPLESS, SLOW-MOVING *FAT-MAN*---

WHEW! ONE THING'S FOR SURE..

HELPLESS YOU'RE *NOT!!*

BUT YOU'LL *NEVER* CONVINCE ME THAT YOU'RE REALLY *SKINNY!*

I DON'T HAVE TO CONVINCE YOU OF *ANYTHING..!*

WHEN I'M *THROUGH* WITH YOU---IT WON'T MATTER *WHAT* YOU THINK!

AGAIN HIS SIZE FOOLED ME!!

HE'S *FASTER* THAN HE *LOOKS!*

NOW I'VE GOT YOU!!

I'LL *PULL* YOU FROM YOUR PERCH LIKE A *MAGPIE!!*

SO *THIS* IS WHAT I GET FOR GOING *EASY* ON YOU..!

OKAY! NOW WE PLAY IT *YOUR* WAY!

THUMPP!

OF *COURSE* IT IS, YOU FOOL!!

GAS!! SHOOTING OUT...FROM HIS *TIE-PIN!!*

BUT NOT THE WAY YOU *EXPECT!!*

LOOK ALIVE, LUMPY!! THIS IS THE *WRAP-UP!*

EVEN YOUR *SPIDER STRENGTH* CAN'T SAVE YOU *NOW!*

TOOK ME... BY *SURPRISE!*

DIDN'T HAVE TIME... TO TRY--TO HOLD MY BREATH!!

TOO *LATE* NOW--GAS ALREADY-- IN MY LUNGS!!

GETTING WEAK... DIZZY... *BLACKING OUT...!*

YOU *DID* IT! IN JUST A COUPLE OF MINUTES...

YOU ACTUALLY *DEFEATED SPIDER-MAN!!*

NATURALLY!! I NEVER FAIL! THAT IS WHY I AM... THE *KINGPIN!*

SPIDER-MAN... *BEATEN?!!*

IT'S WHAT I ALWAYS *WANTED!!* BUT NOT *NOW!!* NOT LIKE *THIS!!*

WITH SPIDER-MAN *FINISHED*.. WHAT HAPPENS *NOW??*

NEXT:

"TO DIE A HERO!"

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. 52 SEPT

"TO DIE A HERO!"

THE AMAZING SPIDER-MAN!™

"TO DIE A HERO!"

I WOULD'A THOUGHT A GUY AS STRONG AS *SPIDER-MAN* WOULD BE A HECKUVA LOT *HEAVIER!*

MAYBE HE'S BEEN DRINKIN' *NO-CAL!* WHATS'A DIFFERENCE?

WHERE *HE'S* GOIN', IT WON'T MATTER *WHAT* HE WEIGHS!

INTO THE *SUB-CELLAR* WITH THEM!

WAIT! YOU CAN'T *DO* THIS TO ME!

YOU *FOOL!* THE *KINGPIN* CAN DO *ANYTHING!*

SPIDEY HAS BEEN DEFEATED BY THE DECEPTIVELY POWERFUL *KINGPIN*, WHILE TRYING TO SAVE A BEWILDERED *J. JONAH JAMESON!*

AND NOW... THE FANTASTIC *FINALE*..

PRODUCED AND PRESENTED BY: STAN (*The MAN*) LEE and JOHN (RING-A-DING) ROMITA
EMBELLISHED BY: MICKEY DEMEO
LETTERED BY: SAM ROSEN

KEEP MOVIN', MISTER...WE AIN'T GETTIN' ANY YOUNGER!

WAIT! STOP! TELL ME... I'VE A RIGHT TO KNOW..!

WHAT ARE YOU PLANNING-- TO DO TO ME... AND WHY??

YOU HAD YOUR CHANCE, JAMESON!

I WARNED YOU TO STOP PUBLISHING REPORTS ABOUT THE CRIME WAVE...TO STOP INCITING THE PUBLIC...BUT YOU REFUSED!

NOW YOU'LL LEARN THAT NOBODY CAN REFUSE THE KINGPIN!

NOW...YOU AND SPIDER-MAN WILL BE.. ELIMINATED!

HOLD IT! WHAT'S THE RUSH?? LET'S--TALK IT--OVER!

YOU'RE MAKING-- A BIG MISTAKE...!!

YOU HEARD THE KINGPIN!

SO YA BETTER START PRAYIN'!!

THIS'LL BE NICE, 'N CLEAN, N' QUIET!

YEAH! JUST THE WAY THE KINGPIN LIKES IT!

HOW'D YA LIKE HOW FAST HE POLISHED OFF THE WEB-SLINGER!

EVEN SPIDER-MAN COULDN'T SAVE HIMSELF FROM THE GAS THAT SPRAYED OUTTA THE BOSS'S TIEPIN!

YOU WALL-CRAWLING WEASEL... WAKE UP!!

WHERE'S YOUR BLASTED SPIDER-STRENGTH WHEN I NEED IT?

SPIDER-MAN--C'MON!! CAN'T YOU HEAR ME??

IT'S LIKE I ALWAYS SAID! ...YOU'RE NOTHING BUT A FRAUD!

KEEP TALKIN', JAMESON!

IT'S THE LAST CHANCE YA'LL EVER HAVE!

WATER... GUSHING OUT OF THAT PIPE!

WAIT!! YOU'VE GOTTA UNTIE US!! WE'RE LIABLE TO DROWN!

KNOW SOME-THIN', MISTER? YOU CATCH ON REAL QUICK!

THEY'RE ALL SEALED IN, BOSS!
THE WATER'S POURIN' IN *FULL FORCE!* IT SHOULDN'T TAKE MORE'N *FIVE MINUTES!*
SPARE ME THE BORING *DETAILS*, FLINT!
JUST LET ME KNOW WHEN THE CHARADE IS COMPLETELY *ENDED!*

SPIDER-MAN!! FOR THE LUVVA -- *WHA--?!!*
HE'S *WAKING UP!* HE'S BEGINNING TO *STIR!*
THE *GAS* MUST BE FINALLY WEARING *OFF!*
UHHH--!

IRON BANDS.. AROUND MY *WRISTS!*
WATER.. GETTING *HIGHER* BY THE *SECOND!*
THAT MEANS... THE *KINGPIN*... IS TRYING TO-- *FINISH* US!

WE DON'T NEED A BLASTED *HUNTLEY-BRINKLEY REPORT!!*
NOW THAT YOU'RE *AWAKE*... GET US *OUT* OF HERE!

HOW ABOUT GIVING YOUR *GUMS* A REST WHILE I *TRY?*

THESE BANDS AREN'T *TOO* STRONG! THE KINGPIN MUST FIGURE THEY WON'T MAKE MUCH *DIFFERENCE!*
THAT'S *RIGHT!* EVEN IF YOU *DO* GET FREE... *THEN* WHAT?
EVEN *YOU* CAN'T BREATHE FOR LONG *UNDER WATER!*

IF YOU'LL *CLAM UP* FOR A FEW MINUTES, MAYBE NEITHER OF US WILL *HAVE* TO!
DON'T TRY TO KID *ME*, WEB-HEAD! WE'RE *DONE FOR*.. AND YOU *KNOW* IT!

OF *ALL* THE PEOPLE TO SPEND MY LAST FEW MINUTES ON EARTH WITH-- IT HADDA BE... *HEY!!*
I *DID* IT! MY HANDS ARE *FREE* NOW!
BIG DEAL! WHAT'RE YOU GONNA *DO*... BREATHE THROUGH YOUR *FINGERS?*
SNAP!
SNAP!

JAMESON, DID ANYONE EVER TELL YOU YOU'RE AN *ITCH!*

I KNEW IT! I *KNEW* IT! YOU FLIPPED YOUR *LID!*

WE'RE A FEW SECONDS AWAY FROM *DROWNING*..

...AND YOU START SHOOTING THOSE NUTTY *WEBS* OF YOURS---INTO THE EMPTY *AIR!!*

I WAS ALWAYS *RIGHT* ABOUT YOU--!

YOU'RE BATTY AS A *BEDBUG!*

MEANWHILE, AT THE OFFICE OF THE *DAILY BUGLE*, AT THAT VERY MOMENT...

NED! WHAT *HAPPENED?*

I DON'T *KNOW*, HONEY! I JUST *GOT* HERE!

WHY IS THE *DOOR* BROKEN? WHERE IS *MR. JAMESON?*

BUT *SOMETHING* IS MIGHTY *WRONG!*

FIRST *FOSWELL* MISSING-- AND NOW THE *BOSS!*

I'LL CALL *ROBERTSON!* HE'S *CITY EDITOR!* MAYBE *HE* CAN FILL US IN!

DON'T *BOTHER*, LEEDS!

I'M RIGHT *HERE*--AND IT'S GREEK TO *ME!*

I JUST SENT FOR THE *POLICE!*

THERE MUST BE *SOMETHING* WRONG! JAMESON WOULD NEVER TAKE OFF WITHOUT *TELLING* US!

I FIGURE HE'S BEEN *ABDUCTED!* AND WE'VE GOTTA FIND OUT *WHY!*

I'LL HOLD DOWN HIS DESK WHILE *YOU* SEE WHAT YOU CAN UNCOVER!

I'M ON MY WAY, ROBBIE! I'LL KEEP IN *TOUCH* WITH YOU!

LET'S GO, BOY! THERE'S NO TIME TO *WASTE!*

NED! WAIT--!

YOU'RE NOT A *CRIME* REPORTER! THAT WAS *FOSWELL'S* JOB!

I'VE A *JOB* TO DO---AND I'VE GOT TO *DO* IT--AS BEST I *CAN!*

WHAT IF--IT'S SOMETHING *DANGEROUS*..? I COULDN'T *BEAR* IT IF SOMETHING HAPPENED TO--!

DON'T *SAY* IT, BETTY!

NOW STOP WORRYING, HONEY!

JUST FIGURE OUT WHERE YOU'LL PUT THE *PULITZER PRIZE* I'M GONNA GET ... AFTER WE'RE *MARRIED!*

FIRST *PETER PARKER*, RISKING HIS LIFE TAKING *CRIME* PHOTOS ... AND NOW *NED*, RUNNING HEADLONG INTO ... *WHAT?*

AM I *ALWAYS* TO BE HAUNTED BY THE THREAT OF *DANGER?*

AND, SPEAKING OF *DANGER* ... LET'S RETURN TO THE WORLD'S GREATEST *AUTHORITY* ON THAT LITTLE SUBJECT ...

KEEP YOUR *FINGERS* CROSSED, CHUCKLES!

EVERYTHING DEPENDS UPON MY HAVING ENOUGH *WEB FLUID!*

FOR *WHAT?* THE WATER'S UP TO MY *TONSILS* ... AND *YOU'RE* PLAYIN' GAMES!

YOU'RE A *NUT*.. LIKE I ALWAYS *SAID!*

I *DO* HAVE MY LITTLE IDIOSYNCRACIES ... BUT THAT'S PART OF MY *CHARM!*

A *NUT!!* I'M FINALLY GOING TO THAT OL' NEWS-PAPER OFFICE IN THE SKY.. WITH A FULL-TIME, WEB-SLINGIN' *NUT!*

BEND YOUR *HEAD* BACK ... *CLOSER* TO ME!

JAMESON!! DO AS I *SAY!!*

WHY?? THE WATER'S UP TO MY *CHIN!!*

IN A FEW MINUTES.. IT'LL ALL.. BE *OVER!*

THEY CAN'T *DO* THIS TO ME!! I'M IN THE *PRIME OF LIFE!!*

AND IF YOU WANNA GET ANY *OLDER*.. *SHUDDUP* AND HOLD YOUR *BREATH!*

GET THAT POINTY *HEAD* OF YOURS UNDER THIS *WEBBING!!*

I.. DON'T *GET* IT..!

WHAT ARE YOU.. TRYING TO *DO??*

I'VE MADE MY WEBBING *TRIPLE-PLY THICK* ... DENSE ENOUGH TO HOLD THE *OXYGEN* WITHIN IT AGAINST THE PRESSURE OF THE *WATER!*

IT'LL BE LIKE BEING WITHIN A GIANT *AIR BUBBLE!*

THE ONLY PROBLEM IS.. HOW LONG CAN IT *LAST?!!*

WHILE, OUTSIDE THE SEALED CHAMBER...

IT'S ALL FILLED, KINGPIN!

THEY'RE GONERS BY NOW!

NATURALLY! THAT WAS MY INTENTION!

WAIT ANOTHER THIRTY SECONDS.. TO BE SURE!

THEN, DRAIN THE ROOM AND DISPOSE OF THEM!

BE SURE YOU TIDY UP WHEN YOU'RE FINISHED! I DETEST SLOPPY WORK!

DON'T WORRY... YOU CAN COUNT ON US!

EXACTLY THIRTY SECONDS LATER...

FLINT SAID WE SHOULD... HEY!! WHAT'S THAT??

I DON'T GET IT!! ..LOOKS LIKE SOME KINDA BIG COCOON.. WITH SOMEONE INSIDE!

AWWW... YOU NOTICED!!

AND I WANTED IT TO BE A SURPRISE!

MY SPIDEY-SENSE IS TINGLING!!

SOMEONE ELSE IS RUSHING IN!

HEY, YOU GUYS! I THOUGHT I HEARD ... WHA..?!!

SPIDER-MAN!! YOU DIDN'T DROWN! YOU'RE STILL ALIVE!

WELL, I'LL SOON FIX THAT!!

IN A PIG'S EYE YOU WILL, SONNY!

KRA

K!

STICKIN' TO THE WALL AIN'T GONNA SAVE YOU..!!

NOT WHILE I STILL GOT THIS BLASTER IN MY.. UNHHH!

ZOK!

WHAT BLASTER?!!

HOLD IT, TIGER! THE LESSON'S NOT OVER YET!

YOU WOULDN'T WANNA CUT CLASS, WOULD YOU??

LET'S TALK ABOUT YOUR DEEP-ROOTED HOSTILITY COMPLEX!

SPIDER-MAN!! GET ME OUT OF HERE, BLAST IT!!

WHOOPS! SORRY... I'LL HAVE TO CUT THE LESSON SHORT NOW, PLAYMATE..!

THAP!

..'CAUSE MY NUMBER ONE FAN IS GETTING IMPATIENT!!

I WOULDN'T BE A FAN OF YOURS IF YOU WERE THE ONLY COSTUMED CLOWN LEFT ON EARTH!

HUH? BUT WHAT ABOUT ME JUST SAVING YOUR LIFE??!

RAKKK!

BIG DEAL! YOU SAVED YOURSELF... I JUST CAME ALONG FOR THE RIDE!

JAMESON, ONE OF THESE DAYS I OUGHTTA... UH-OH!

I'M OUT OF WEB FLUID!

I'LL NEED A NEW CARTRIDGE!

WHO CARES ABOUT THAT? LET'S GET OUT OF HERE!!

IF YOU'RE IN A RUSH, BIG MOUTH, TAKE OFF!

I'LL TRY TO STRUGGLE ALONG WITHOUT YOU!

CLICK!

STILL HERE, EH?

LUCKY ME!

HE'S COLD, WET, AND SCARED... AND I SURE CAN'T BLAME HIM!

I'VE GOTTA KEEP TALKING TO HIM... SO HE WON'T LOSE HIS NERVE!

LOOKS LIKE THE FUN ISN'T OVER, YET, CURLY!

JUST WAIT HERE WHILE I SHOW YOU HOW TO BE THE LIFE OF THE PARTY!

YOU CAN KILL TIME BY KEEPING SCORE!

...IF YOU CAN ADD, THAT IS!

CAREFUL, MEN! IT'S DANGEROUS TO STAND THAT CLOSE TO THE EDGE!

WE WOULDN'T WANT YOU TO TRIP AND FALL, WOULD WE?

HEY! WHAT THE..?!!

LOOK OUT!!

IT'S SPIDER-MAN!!
HOW DID HE--?!!
ARGGHH!
IT'S GETTING KINDA CROWDED UP THERE!
SO, IF YOU STALWARTS WILL STEP ASIDE FOR A MOMENT---
...I'LL TRY TO PROVIDE A LITTLE MORE STANDING ROOM!
KOK!
JAMESON!! DON'T JUST STAND THERE, MISTER!! TAKE OFF!!
THIS IS YOUR CHANCE TO GET BACK TO THE BUGLE AND TELL EVERYONE WHAT A BIG, BRAVE HERO YOU ARE!!
DON'T WORRY.. THEY'LL BELIEVE YOU... SO LONG AS YOU KEEP PAYING THEIR SALARIES!
HE'S ALMOST PETRIFIED WITH FRIGHT! I'VE GOT TO SHOCK HIM INTO ESCAPING!
JAMESON!! I SAID MOVE.. OR YOU'LL BE MY NEXT TARGET!
I KNEW IT!! YOU'RE MAD.. UNCONTROLLABLE!!
YOU'LL ATTACK ANYONE... JUST TO PROVE YOUR POWER!!
YOU'RE EVEN MORE OF A MENACE THAN I SAID YOU WERE!
WELL, I HADDA DO IT THE HARD WAY...
BUT, AT LEAST I GOT HIM TO RUN!
HOWEVER, UNBEKNOWNST TO THE BATTLING WEB-SLINGER, JOLLY JONAH'S ESCAPE IS SUDDENLY CUT SHORT...
KUNG!
...AS HE RACES INTO A LOW-HANGING PIPE IN THE GLOOMY SUB-CELLAR..!

AND SO WE LEAVE THE BUGLE'S PEERLESS PUBLISHER FOR NOW.. AS HE SLUMPS IN THE SHADOWS IN A SOMEWHAT *UNUSUAL* CONDITION.. COMPLETELY *SILENT..!*

WHILE, JUST AROUND THE CORNER, SPIDEY HEADS FOR A *DIFFERENT* DESTINATION...

JAMESON'S PROBABLY HALF-WAY TO HIS *OFFICE* BY NOW..

SO, SINCE THE *PRELIMINARIES* ARE OVER...

IT'S TIME FOR THE *MAIN EVENT!*

WHEREVER THE *KINGPIN* IS... I'M GONNA *FIND* HIM!!

AND, SPEAKING OF THAT ESTIMABLE EVIL-DOER...

SPIDER-MAN... AND *JAMESON*.. BOTH *DEAD??*

I--I DON'T *BELIEVE* IT!!

THE *KINGPIN* DOES NOT *LIE!*

BUT, WHY DO YOU SEEM SO *NERVOUS*.. SO *SHAKY??*

CAN IT BE THAT MY NEWS IS *UNWELCOME* TO YOU?

CAN IT BE THAT I WAS *WRONG* TO TRUST YOU?

HOLD IT, MISTER! *NOBODY* TALKS TO *FRED FOSWELL* THAT WAY!

I'LL GO ALONG WITH *ANYTHING* THAT'LL MAKE US A BUCK...

BUT COLD-BLOODED *MURDER* JUST ISN'T MY *STYLE!!*

MURDER?!! YOU DARE ACCUSE THE KINGPIN OF ANY-THING AS CRASS AS THAT!

I HAVE MERELY TAKEN STEPS TO ELIMINATE TWO PERSONS WHO WERE POTENTIAL THREATS TO ME! NOTHING MORE!

OKAY! OKAY! TAKE IT EASY!

BUT NOW... I FEEL THERE IS STILL ANOTHER THREAT IN THE OFFING--!

AND THAT THREAT IS YOU!!

YOU ARE EITHER TOO CHICKEN-HEARTED TO BE OF ANY USE TO ME... OR ELSE, YOU'RE AN UNDERCOVER AGENT!!

I DON'T KNOW WHICH YOU ARE... BUT IT NO LONGER MATTERS!

EITHER WAY.. I CAN NO LONGER AFFORD TO TOLERATE YOUR PRESENCE!

NO! WAIT!! HOLD IT! LET GO OF ME...!

WITH MY OWN BARE HANDS, I CAN EASILY.. WHA..?!!

SLAM!

HANDS OFF, TUBBY!

YOU'RE GONNA NEED YOUR STRENGTH..

..FOR SPIDER-MAN!

SPIDER-MAN! HE'S STILL ALIVE! BUT... HOW??

SO! IT SEEMS I UNDERESTIMATED YOU ONCE MORE!

BUT THE KINGPIN NEVER MAKES THE SAME MISTAKE TWICE!

STAND ASIDE, FOSWELL! I'LL DEAL WITH YOU LATER!

YOU'LL DO ANY OF YOUR FUTURE DEALING FROM BEHIND BARS, MISTER!

BUT, KNOWING HOW YOU WORRY ABOUT SPIDEY IN MOMENTS LIKE THIS, LET'S BREAK THE TENSION FOR A FEW SECONDS AS WE SWITCH OUR SCENE TO THE DOORWAY OF THE SILVER SPOON, WHERE AN UNEXPECTED VISITOR IS JUST ENTERING...

HI, CIVILIANS!

FLASH!! YOU'RE BACK!

HEY! HOW ABOUT THAT? WHO'S MINDIN' THE WAR FOR YOU, SOLDIER?

WESTMORELAND PROMISED TO KEEP AN EYE ON THINGS WHILE I'M GONE!

GOOD TO SEE YOU AGAIN, FLASHEROO!

YEAH... BUT GORGEOUS GWENDOLYNE IS OVER HERE!

HOW DO I LOOK, DREAM STUFF?

IF YOU LOOKED ANY BETTER, YOU'D BE OFF-LIMITS!

HEY... I'M STANDIN' OVER HERE!

BUT WE THOUGHT YOU'D BE A COLONEL BY NOW!

SHHH! DON'T BREATHE A WORD OF IT!

I'M REALLY A THREE-STAR GENERAL... BUT I DRESS THIS WAY 'CAUSE I'M MODEST!

IT'S THOSE SHY-NESS LESSONS YOU TOOK FROM MARY JANE!

SAY! SPEAKING OF M.J., WHERE'S SHE HIDING? AND WHAT ABOUT OL' HARRY'S ROLLICKIN' ROOMMATE?

US CONQUERING HEROES EXPECT A FULL TURNOUT WHEN WE COME WALTZIN' HOME ON FURLOUGH!

WE HAVEN'T SEEN PETE FOR A WHILE!

SHE'S STILL DATING PUNY PARKER?

MAYBE HE'S OUT WITH MJ!

I DIDN'T KNOW THINGS WERE THAT DESPERATE ON THE HOME FRONT!

C'MON FLASH... CLUE US IN ON ARMY LIFE!

THERE'S NOT MUCH TO TELL, KIDDIES!
YOU MUSTA HEARD HOW THE VIET CONG WANTED TO SUE FOR PEACE AS SOON AS THEY FOUND OUT I WAS THERE!
OL' LYNDON ASKED ME WHAT TO DO, BUT I DECIDED HE OUGHTTA WORK IT OUT FOR HIMSELF!
YOU LET HIM DO IT THE HARD WAY, EH SOLDIER?
DID IT TAKE THE ARMY LONG TO TEACH YOU HUMILITY, FLASH?

FLASH? IS THAT REALLY FEARLESS FLASH?
MARY JANE! YOU HEARD I WAS HERE SO YOU DITCHED PARKER, EH?
GOOD HEAVENS! I THOUGHT ROCK HUDSON HAD BLEACHED HIS HAIR!
GOOD THINKIN', PRETTY GIRL!

DITCH HIM? I HAVEN'T EVEN SEEN HIM FOR AGES!
AWW, YOU PROBABLY SAY THE SAME THING TO ALL THE HANDSOME, GLAMOROUS WAR HEROES YOU MEET!
SAY! ARMY LIFE MUST AGREE WITH YOU! DON'T AIM THOSE EYES AT ME THAT WAY... THEY MIGHT BE LOADED!

LET'S FACE IT, GROUP... THIS CALLS FOR A KING-SIZE PARTY!
PARKER? YOU GOTTA BE KIDDIN'!
AS SOON AS PETE GETS HERE, WE'LL ARRANGE THE ZINGIEST WING-DING IN TOWN!
HE CAN EMPTY A ROOM JUST BY ENTERING IT!
C'MON, FLASH... PETE'S A GOOD EGG, AND YOU KNOW IT!
AH HA! GWEN BRAIN-WASHED YOU, TOO!

BUT, AT THIS VERY MOMENT, THE LAST THING ON PETER PARKER'S MIND IS WHETHER OR NOT FLASH THOMPSON THINKS HE'S A GOOD EGG!
YOU WON'T GET A CHANCE TO HIT ME WITH THAT SLEEP GAS OF YOURS AGAIN!
NOT IF I CLOG YOUR STICK PIN WITH A GLOB OF WEB FLUID!
HE GRABBED MY WRISTS! HIS HANDS ARE LIKE LIVING VISES!
I WON'T NEED ANY SLEEP GAS THIS TIME!
I'LL FINISH YOU OFF FOR GOOD... WITH MY OWN BARE HANDS!

THIS IS MY CHANCE!

WHILE THEY'RE FIGHTING, I'LL GRAB A GUN FROM BEHIND THE BAR!

NO MATTER WHAT SORT OF BUMBLING SPIDER POWERS YOU POSSESS ...THEY'RE UTTERLY USELESS AGAINST THREE HUNDRED POUNDS OF SOLID MUSCLE!

THUMP!

I'VE GOT IT!

NOW... IF I CAN JUST FIND OUT WHAT HAPPENED TO JAMESON!

YOU CAN SAY WHAT YOU WANT TO ABOUT ME, CHUBBINS...

BUT NOBODY KNOCKS MY EVER-LOVIN' SPIDER-POWERS!

WHOK

--AND EVEN A MUSCLE-BOUND KINGPIN CAN'T SHRUG OFF A SUDDEN KNEE TO THE BREAD-BASKET!

I'LL FLATTEN YOU LIKE A FLY-SPECK FOR THAT!!

NOT THAT WAY, YOU WON'T!!

SO FAR, SO GOOD!

THEY'VE FORGOTTEN ALL ABOUT ME!

BTOOM!

I'VE GOT TO KEEP TAUNT-ING HIM! HIS BIGGEST WEAKNESS IS HIS PRIDE!

OKAY, SKINHEAD.. IF YOU WANT ME, HERE I AM!

THINK YOU CAN MANAGE TO WADDLE OVER THIS FAR?

JUST WAIT THERE! I'LL SHOW YOU WHAT I CAN MANAGE!

SORRY, SWEETIE!! CAN'T HANG AROUND ANY LONGER! THIS PARTY'S GETTIN' TO BE A DRAG!

SPOK!

THAT DID IT!

HE'S BEGINNING TO TOPPLE.. LIKE A MOUNTAIN SLOWLY CRUMBLING!

BUT...HIS OUT-STRETCHED HAND GRABBED MY ARM!

IT WAS A REFLEX ACTION ON HIS PART... BUT IT'LL BRING ME DOWN JUST THE SAME!

NEVER BEFORE HAVE I BEEN SO UNCEREMONIOUSLY KNOCKED TO THE GROUND!

I DIDN'T THINK EVEN YOUR SPIDER STRENGTH COULD ACCOMPLISH SUCH A FEAT!

DOES THIS MEAN I'LL BE ABLE TO CALL ON YOU IF I EVER NEED A TESTIMONIAL?

HERE COMES THE IMPACT!! IT'S LIKE WATCHING A SLOW MOTION FILM!

HE'S TRYING TO TWIST MY ARM... BEND ME SO I HIT WITH MY HEAD!

BUT HE PICKED ON THE WRONG LITTLE WEB-SLINGER THIS TIME!

PTHUD!

FTAMM!

WOW!! HE BOUNCED RIGHT BACK UP LIKE A BASKET BALL!!

ONLY A FOOL CONTINUES TO FIGHT WHEN IT'S WISER TO FLEE AND FORMULATE A NEW SET OF PLANS!

AND THE KING-PIN IS NO FOOL!

THERE'S SOME SORT OF HIDDEN ESCAPE HATCH BEHIND THAT CURTAIN!

BUT...WHY WOULD HE RUN... BEFORE HE'S BEATEN?

NO MATTER WHAT ELSE I MAY THINK OF HIM...THAT BOZO IS NO COWARD!

SO THAT'S HIS ACE IN THE HOLE...A MAN-SIZED PNEUMATIC TUBE...FOR INSTANT ESCAPES!

HE'S HEADING STRAIGHT DOWN, TOWARDS...

OF COURSE!! THAT'S IT! THAT'S THE ANSWER!

HE SUDDENLY REALIZED IF I FREED MYSELF FROM THE DUNGEON, JAMESON MIGHT BE FREE, TOO!

AND WITH JOLLY JONAH ON THE LOOSE... HE CAN'T AFFORD TO WAIT AROUND FOR THE POLICE!

BUT...HOW CAN I BE SURE JAMESON DID ESCAPE??

WHAT IF HE'S STILL DOWN THERE...AND THE KINGPIN FINDS HIM??

ONLY ONE WAY TO FIND OUT!

I'VE GOTTA FORCE THIS THING OPEN, AND CRAWL DOWN THE TUBE AFTER HIM!

BUT THEN, SUDDENLY...

SHOOSH!

UNHHH!

LOOKS LIKE THE KINGPIN THOUGHT OF EVERYTHING!

THE TUBE WAS BOOBY-TRAPPED!!

IF NOT FOR MY SPIDER-STRENGTH, THAT GAS-BLAST MIGHT HAVE FINISHED ME!

BUT I CAN'T JUST SIT HERE AND SULK!! I'VE GOTTA DO SOMETHING!

YEAH... LIKE WHAT?!!

EVEN IF I CAN'T USE THE *TUBE*, THERE ARE *OTHER* WAYS TO REACH THE CELLAR!

I'LL JUST HAVE TO TAKE THE *SCENIC* ROUTE, THROUGH THE *CORRIDORS!*

AND, RUNNING ALONG THE SIDE OF THE *WALLS* OUGHTTA *BY-PASS* ANY *OTHER* BOOBY-TRAPS THE KINGPIN MAY HAVE PLANTED!

WHILE, MOVING SOMEWHAT *SLOWER*, A SHORT DISTANCE AHEAD ---

I THOUGHT I HEARD A *GROAN*... FROM AROUND THAT CORNER!

IF IT'S *JAMESON*.. IT MEANS HE'S STILL *ALIVE!*

PLINK!

PLUNK!

PLINK--!

OHHHH... MY *HEAD..!*

WHERE *AM I?* ...WHAT *HAPPENED?!*

WHO'S *POUNDING* ON ME... WITH A *SLEDGE HAMMER--?*

I *REMEMBER* NOW!!

THE *KINGPIN*... HE TRIED TO *KILL* ME!!

AND THEN... *SPIDER-MAN* THREATENED ME!!

EVEN *FOSWELL* TURNED AGAINST.. *WAIT!!*

WHAT'S THIS..ON MY *HEAD..?*

IT'S *WET!!*

IT MUST BE *BLOOD!!*

I'M *WOUNDED!!* I'M *DYING!!*

HELP!! SOMEONE *HELLLP!*

LOOK! IT'S *JAMESON!*

WE'RE IN *LUCK!* LET'S *GET* 'IM---!

THE KINGPIN'S *GUNMEN!!* *NOOOO!*

HE SOUNDS *SCARED!*

IT *FIGGERS!*

THEY'VE GOT *GUNS!*

WHERE CAN I *RUN??* WHAT CAN I -- *HUH?!!*

ANOTHER ONE!!

IT'S *FOSWELL!*

JAMESON!! TURN THIS CORNER.. *QUICK!!*

YOU'RE THE ONLY ONE WHO EVER *HELPED* ME.. OR GAVE ME A SECOND *CHANCE..!*

I DIDN'T WANT *YOU* TO BE HURT!

I'LL HOLD 'EM *OFF* FOR YOU---*SOMEHOW!*

HURRY, MAN... *HURRY!*

YOU FOOL! YOU SHOT FOSWELL!

SO WHAT?

HE WAS TRYIN' TO PROTECT JAMESON, WUZN'T HE?

GIT BACK BEHIND THE WALL!

AS LONG AS HE'S HOLDIN' THAT GUN, HE'S DANGEROUS!

CRACK!

UNHHHH!..!

YOU..TOOK THE SHOT.. THAT WAS INTENDED.. FOR ME!!

I DON'T UNDERSTAND!!

I DON'T GET... ANY OF THIS..!!

BUT..YOU'RE HURT!!..HURT BAD!

WHAT DO WE DO NOW?!!

HOWEVER, BEFORE JONAH JAMESON HAS A CHANCE TO DO ANYTHING ...

THAT WAS A SHOT I HEARD!!

IT CAME FROM THE END OF THIS CORRIDOR--!

I'M NOT SURE WHAT'S GOING ON... BUT I'VE A FEELING I'M GONNA BE NEEDED ...

..AND FAST!

OTHERWISE, MY SPIDEY SENSE WOULDN'T BE TINGLING THIS WAY!

FOSWELL!! YER HURT! YA NEED A SAWBONES!

TOSS DOWN YER GUN AND MAYBE WE'LL LETCHA LIVE!

NO! ..YOU'RE NOT... GETTING JAMESON.. NOT WHILE--I CAN HELP IT--!

YOU AIN'T GONNA HELP IT MUCH LONGER, MISTER!

WHAT'S HOLDING 'IM UP? WHY DON'T HE FALL?

LOOKS LIKE I DIDN'T ARRIVE A MINUTE TOO SOON!

YOU'VE HAD IT, PUNKS!
THIS IS THE END OF THE LINE ... FOR BOTH OF YOU!
IT'S THE WEB-SLINGER!
BLAST 'IM ... WHILE YA CAN!!
BLAST ME YOU CAN'T..
NOT NOW.. OR EVER!
STOP SHOWING - OFF, YOU MUSCLE-BOUND MISFIT!!
FOSWELL NEEDS A DOCTOR... HE'S DYING!
ZONK
TOO LATE FOR DOCTOR--!
BETTER-- THIS WAY--!
--I FAILED-- AT-- EVERYTHING--!
FOSWELL! FOSWELL!
WHO CAN PREDICT WHAT ANY MAN WILL DO?
HE--HE'S DEAD!!
FOSWELL SACRIFICED HIMSELF--TO SAVE ANOTHER
JAMESON HAD GAMBLED RIGHT--- FOR ONCE!
HE GAVE AN EX-CON A JOB--A SECOND CHANCE--!
AND, WHEN THE CHIPS WERE DOWN, FOSWELL REPAID THE DEBT--- THE ONLY WAY HE COULD---
WITH HIS LIFE!
I DON'T KNOW HOW--OR WHY--- HE GOT INVOLVED WITH THE KINGPIN--!
BUT, THERE'S ONE THING I DO KNOW...
WHEN FRED FOSWELL BREATHED HIS LAST---HE DIED A HERO!

EPILOGUE...

STILL NO SIGN OF THE KINGPIN!

HE MUST HAVE MADE GOOD HIS ESCAPE.. FOR NOW!

THERE'S NED LEEDS, REACHING THE SCENE AHEAD OF THE OTHER NEWSMEN!

HE'LL PROBABLY MAKE A GOOD REPLACEMENT FOR POOR FOSWELL!

OF COURSE I'M OKAY!

I FOUND OUT WHO'S BEHIND THE CITY'S NEW CRIME WAVE!

IT'S AN OVERSIZED ODDBALL CALLED THE KINGPIN!

BUT, WHO'S THAT... ON THE STRETCHER?

IT'S FOSWELL! HE WAS MURDERED TRYING TO SAVE ME!

I WANT YOU TO DO A FRONT PAGE STORY ABOUT HIM, LEEDS! GIVE HIM ALL THE FAME... ALL THE GLORY HE NEVER HAD WHILE HE LIVED!

AND THEN... I'LL WRITE ANOTHER BLAST AGAINST SPIDER-MAN!!

HE'S MORE OF A MENACE THAN EVER!

--BECAUSE YOU NEVER KNOW WHAT SIDE HE'S ON!

THAT SINKS IT!

I WOULDN'T LIFT A FINGER NEXT TIME TO HELP THAT MISANTHROPIC MEAT-HEAD-- NO MATTER WHAT!

I'M THROUGH BEIN' A FALL GUY FOR EVERYONE ELSE!

I'VE HAD IT... IN SPADES!

AWWW--WHO AM I KIDDIN'?

I'D DO THE SAME THING ALL OVER AGAIN IF I HAD TO... AND I KNOW IT!

IN MY OWN WAY, I'M PROBABLY A LOT LIKE JAMESON!

HE'S A COMPULSIVE CRANK... AND I'M A COMPULSIVE DO-GOODER!

THE ONLY THING IS--- HE MAKES A LOT MORE DOUGH AT IT THAN I DO!

THERE'S PROBABLY A MORAL HIDDEN AWAY IN ALL THIS---BUT I'M TOO POOPED TO WORRY ABOUT IT!

I'M GONNA HEAD BACK TO MY PAD AND SLEEP FOR A WEEK!

But ALAS, THERE'S NOT MUCH SLUMBER IN SPIDEY'S FUTURE... AND YOU'LL KNOW THE REASON WHY AS SOON AS WE TELL YOU THAT OUR NEXT BOMBSHELL ISSUE FEATURES THE INCREDIBLE VILLAINY OF...

DOCTOR OCTOPUS

-NUFF SAID?

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"THE WEB AND THE FLAME!"

41 FRANTIC PAGES OF FABULOUS, FAR-OUT THRILLS AS SPIDEY AND THE TORCH BATTLE AND BRAWL FROM COAST-TO-COAST!

THE SOUND OF DESPERATE **SHOUTING** --THE SCREECHING OF **BRAKES**--FROM AROUND THE **CORNER!**

I'D BETTER SWING ON DOWN AND SEE WHAT'S **SHAKIN'!**

MYSTERY-LOVERS! WE'VE GOT A GOOFY NEW TREAT FOR YOU! ALL WE'RE TELLING IS THAT OUR LILTIN' LEADER, **STAN (THE MAN) LEE** SCRIPTED THIS YARN, **MICKEY** (EVER-DELIGHTFUL) **DEMEO** DID THE INKING, AND ADORABLE **JERRY FELDMANN** DID THE LOVABLE LETTERING! BUT, WE'RE KEEPING THE **PENCILLER'S** IDENTITY A **SECRET** TILL THE END! AND SO--

--YOU'VE GOT THE WHOLE FRENZIED ISSUE TO FIGURE OUT WHO HE IS! IZZIT A DEAL? THEN LET'S **TAKE OFF--!**

FOR THE LUVVA PETE--PARKER, THAT IS--IT'S THE HUMAN TORCH!

BUT, WHAT'S THAT BLAZING BIRDBRAIN TRYING TO DO?

IT LOOKS LIKE HE'S RUNNING AMOK!!

HE SIZZLED THROUGH THAT ARMORED CAR AS IF IT'S MADE OF PAPER!

THE TORCH HAS TURNED BAD--!!

AND NO ONE CAN STOP 'IM!

WHY DON'T THE POLICE GET HERE--BEFORE HE BURNS THE WHOLE CITY DOWN AROUND US?!!

I KNEW IT!! I ALWAYS KNEW IT!

NONE OF THOSE SUPER-POWERED SAVAGES CAN BE TRUSTED!! THEY'RE TOO UNCONTROLLABLE!!

THEY'RE MENACES!! --EVERY SINGLE ONE OF THEM!

FLAME ON!

GANGWAY, WORLD!!

ON YOUR FEET--CLEAR THE STREET!! MAKE WAY FOR THE ZOOMIN', FUMIN', HUMAN TORCH!

WHY DOESN'T SOMEONE STOP HIM?

GOOD IDEA, PAL!

NOW, SUPPOSE YOU TELL US --WHO'S GONNA DO IT??!

WELL, I DON'T KNOW WHAT GOT *INTO* THAT NUT--

BUT, *SOMEONE'S* GOTTA *STOP* 'IM-- AND IT LOOKS LIKE *I'M* ELECTED!

THWIP

IT'S ALMOST ENOUGH TO MAKE A FELLA SWEAR OFF *WALL-CRAWLING!*

OKAY, HOT-HEAD-- SETTLE DOWN!

THE PARTY'S *OVER!*

ONE WAY

SPIDER-MAN!! WHAT ARE *YOU* DOING HERE!

NOTHIN' MUCH! JUST *HANGIN'* AROUND!

HEY-- *WAIT!* CUT IT *OUT--!*

DON'T WORRY, JUNIOR--

I'LL *UNWIND* MY ASBESTOS WEBBING-- SOON AS I GET YOU DOWN TO *EARTH!*

DON'T *BOTHER,* WEB-HEAD!

YOU NEVER *SAW* THE DAY WHEN YOU COULD PUT DOWN *THIS* FLAMIN' FIREBRAND!

I'LL MAKE YOU WISH YOU'D NEVER LAID *EYES* ON THE *HUMAN TORCH!*

WOOSH!

YOU--MELTED THE *LAMPPOST*--WITH THOSE FREAKY *FIREBALLS* OF YOURS!

YEAH -- HOW *ABOUT* THAT?

TOO BAD YOU CAN'T *FLY*, EH, WISE GUY?!!

NOW, DON'T GO *'WAY*, SON--!

SOON AS I SPIN MYSELF *LOOSE*, I'LL GET *BACK* TO YOU!

IT'S ABOUT *TIME* YOU LEARNED TO MIND YOUR OWN BLISTER-BRAINED *BUSINESS!*

I'VE GOTTA SHOOT SOME *WEBBING* OUT AND CATCH ONTO A *WALL*, BEFORE--

UH OH! *NOW* WHAT??!

DIDN'T THINK I'D LET YOU *FALL* AND SPLATTER THE SIDEWALK DOWN THERE, DIDJA?

HERE'S A LITTLE *FIRE-NET* TO SLOW YOU DOWN, SONNY!

BY HEATING THE *AIR MOLECULES* TO JUST THE RIGHT TEMPERATURE, I CAN MAKE THEM *DENSE* ENOUGH TO GIVE YOU SOME SUPPORT!

YOU'RE ALL **HEART,** TORCH!

BUT YOU'RE **STILL** A FLAMIN' **FINK!**

THAT'S **NOTHING** TO WHAT YOU'LL CALL ME AFTER YOU **LAND--!**

'CAUSE I'M JUST NATURALLY GONNA MOP UP THE **LANDSCAPE** WITH YOU!

MOD SHOP

'ZAT SO?

WELL, HERE'S YOUR CHANCE TO **TRY** IT!

THAT'S IT, MATCH-HEAD--JUST A LITTLE **CLOSER--!**

SKRAKK!

HERE HE **COMES!!** HE'S EXACTLY IN **POSITION!**

NOW!

SHOOSH!

DON'T WORRY, FLYBOY-- I'LL BE AS GENEROUS TO **YOU** AS YOU WERE TO **ME**--!

I'LL INCREASE THE **PRESSURE**, SO THAT THE WATER SHOVES YOU BACK AGAINST THE **BUILDING**--

MY **FLAME**-- IT'S SIZZLING **OUT!**

SSSSSS

THEN, YOU CAN DROP SAFELY ONTO THE **AWNING** BELOW!

NOW, A LITTLE **WEB FOAM** TO GLUE THIS TOGETHER AGAIN, AND IT'LL BE GOOD AS **NEW!**

THEN, I'LL GET BACK TO THE **TORCH** AND SEE WHAT THIS IS ALL **ABOUT!**

YOU WEB-HAPPY **HYENA**--!!

WHEN MY **FLAME** RETURNS, I'LL GIVE YOU A **HOTFOOT** FROM HEAD TO TOE!!

091

CORNER GRILL

OH **YEAH?**

IN **THAT** CASE, I WON'T **WAIT** TILL YOU CAN **FLAME ON** AGAIN!

I'LL FINISH YOUR LAMENTABLE LITTLE LESSON RIGHT **NOW!**

DO YOUR **WORST**, WISE-GUY!

EVEN **WITHOUT** MY FLAME, I'M NOT SCARED OF A MISERABLE MASKED MAGPIE LIKE **YOU!**

BUT THEN, SUDDENLY---

HOLD IT! **HOLD IT!**

HUH? NOW WHAT--?

WHO'RE **YOU??**

DON'T STOP US **NOW**, MR. BELLINI!

NOT TILL I **PULVERIZE** 'IM!

NO! NO! NO! YOU'RE MY **STAR!** I CAN'T HAVE YOU ENGAGING IN A COMMON **BRAWL!!**

STAR?? BELLINI--THE FAMOUS **DIRECTOR!!?**

SAY! WHAT'S GOIN' **ON** HERE?

AND **NOW**, YOU MASKED **MEDDLER**, YOU'VE JUST RUINED AN ENTIRE **SCENE** IN MY LATEST MOVIE--"**THE TORCH GOES WILD!**"

A COUPLE OF **MINUTES** AGO, THAT PIN-HEADED PYGMY WAS MELTING **ARMORED CARS!**

MOVIE?!! YOU-YOU MEAN--? **HOOO BOY!!**

ONLY A FULL-TIME CREEP LIKE **YOU** WOULDA MESSED THINGS UP WITHOUT **ASKIN'** SOMEONE FIRST!

IT'S YOUR OWN **FAULT**, USELESS!

WELL, THAT'S **SHOW BIZ!**

YOU'RE JUST TOO GOOD AN **ACTOR!**

THEY OUGHTTA **LOCK UP** A NUT LIKE HIM!

AND DON'T COME **BACK!**

ALL RIGHT--**PLACES**, EVERYBODY!

IF THE **HULK** SHOWS UP NEXT --I **QUIT!**

BRO-**THER!** I SURE **BLEW IT** THAT TIME!

I HATE TO THINK OF HOW THIS'LL READ AFTER THE **DAILY BUGLE** GETS WIND OF IT!

AND, SPEAKING OF THE **BUGLE**, LET'S VISIT THE OFFICE OF ITS PEERLESS PUBLISHER, JOCULAR **J. JONAH JAMESON**, THE NEXT A.M.--

WHAT **LUCK!** NOT ONLY DID THAT WEB-HEADED WEASEL MAKE A BLITHERING **JACKASS** OF HIM-SELF, BUT SOME OF THE TOP MOVIE CAMERAMEN IN THE BUSINESS GOT **PHOTOS** OF THE WHOLE BLAMED **BUSINESS!**

OF COURSE, I'D NEVER **PRINT** THESE PIX AND **EMBARRASS** MY OLD PAL, SPIDER-MAN!!

NOT **MUCH** I WOULDN'T!!!

THUS, WHEN THE NEXT EDITION HITS THE STREETS--

IT'S LIKE I ALWAYS **SAID!** THAT **WEB-HEAD** IS A PUBLIC **MENACE!** HE SHOULD BE DRIVEN OUT OF TOWN!

BUT, HE'S DONE SO MANY **HELPFUL** THINGS, TOO! I JUST CAN'T **BELIEVE** THIS!

THEY'RE TALKING ABOUT **SPIDER-MAN!** I'D BETTER GET A **NEWSPAPER!**

AND YET--THERE ARE THE **PHOTOS!**

I FIGURE **ANYONE** CAN PULL A BONER!

SO! THE ACCURSED **HUMAN TORCH** IS FILMING A **MOVIE**--AND THAT FOOL **WEB-SLINGER** BLUNDERED IN AND ALMOST RUINED EVERYTHING!

WELL WELL!! HOW VERY **INTERESTING!**

THAT GIVES ME A MOST **DANGEROUS** IDEA--!!

DANGEROUS FOR **THEM**, THAT IS!

BUT, IT'S TOO NICE A DAY TO WORRY ABOUT NASTY, MYSTERIOUS **VILLAINS**--JUST **YET!**

SO, LET'S TURN TO THE EVER-POPULAR **PETER PARKER,** AS HE LISTENS TO A TV NEWS REPORT--

IT'S JUST BEEN ANNOUNCED THAT **PARAGON PRODUCTIONS,** IN **HOLLYWOOD,** IS ANXIOUS TO MAKE A NEW FILM-- STARRING **SPIDER-MAN** AND THE **HUMAN TORCH!**

THIS IS THE RESULT OF THE **PUBLIC INTEREST** THAT'S BEEN AROUSED BY RECENT **NEWSPAPER PHOTOS**--

THEY WANT **ME**--FOR A **FILM?!!**

PARAGON FEELS THAT ANY FILM FEATURING A **BATTLE** BETWEEN THE **TORCH** AND **SPIDER-MAN** WOULD BE THE YEAR'S BIGGEST **SMASH HIT!**

THE TORCH HAS **ALREADY** CONSENTED-- AND A NATIONWIDE **SEARCH** IS IN PROGRESS--TO FIND **SPIDER-MAN!**

HMM...A CHANCE FOR SOME **REAL** MONEY--AT **LAST!**

THEY WON'T HAVE TO SEARCH MUCH **LONGER!**

I NEVER **HEARD** OF PARAGON PRODUCTIONS BEFORE--IT MUST BE A **NEW** STUDIO!

BUT, NEW OR OLD--WHO CARES?--AS LONG AS THEY PAY **HOLLYWOOD SALARIES!**

WHEN **AUNT MAY** GETS BACK FROM HER VACATION, WON'T SHE BE SURPRISED WHEN I GREET HER WITH A FISTFUL OF **MONEY?!!**

AND IT'LL BE GREAT BEING ABLE TO DO THE TOWN WITH **GWEN,** WITHOUT HAVING TO WORRY HOW **EXPENSIVE** ANY RESTAURANT IS!

AND SO, A SHORT TIME LATER, A ROARING **JET** WINGS SWIFTLY WESTWARD--CARRYING A YOUTHFUL PASSENGER TO FAR MORE **ADVENTURE** THAN HE SUSPECTS--!

IT'LL BE A **BLAST** IF I GET AN **OSCAR**-- AND THE TORCH **DOESN'T!!**

THEN, SIX HOURS LATER--

HOLLYWOOD AT *LAST!*

WITH SOME OF THE KOOKS THEY'VE GOT OUT *HERE*, I COULD PROBABLY WALK AROUND IN MY *SPIDEY SUIT* AND NOT EVEN BE *NOTICED!*

ANYWAY, I'D BETTER MAKE A *SUCCESS* OF THIS LITTLE PROJECT--

BECAUSE IT TOOK EVERY LAST NICKEL I'VE MANAGED TO *SAVE* ALL YEAR TO PAY FOR THE *PLANE FARE!*

FINALLY, A SHORT TIME AFTER TOUCHDOWN--

HOW DO I KNOW YOU'RE THE *REAL* SPIDER-MAN?

WELL, I CAN *PROVE* IT BY CARRYING YOU UP A STEEP *WALL* SOMEWHERE!

--OR SWING YOU ACROSS A COUPLE OF *ROOFTOPS* ON MY *WEBBING!*

I'LL TAKE YOUR *WORD* FOR IT!

QUI

I KINDA *THOUGHT* YOU WOULD!

AND SO...

NO, I *DON'T* HAVE AN APPOINTMENT!

BUT, I'M THE ONE THE BIG BRASS HAS BEEN *LOOKING* FOR!

I *HOPE!*

VERY WELL, SIR! I'LL MAKE AN *APPOINTMENT* FOR YOU FOR 9:00 TOMORROW MORNING!

GOOD DEAL! YOUR FRIENDLY NEIGHBOR-HOOD *SPIDER-MAN* WILL BE HERE RIGHT ON THE *BUTTON!*

IT WORKED! HE SNAPPED AT THE *BAIT*--JUST AS I *KNEW* HE WOULD!

BY THE TIME HE REALIZES HE IS THE *VICTIM* OF A FANTASTIC, DEADLY *PLOT*--IT WILL BE *TOO LATE*--TOO LATE FOR *ANYTHING*, EXCEPT HIS FINAL *DEFEAT!*

HOW DID IT *GO?* DID HE *SUSPECT* ANYTHING?

NO! NOT A *THING!* THIS WILL BE OUR GREATEST *TRIUMPH!*

BEFORE WE ARE DONE, WE WILL HAVE BROUGHT ABOUT THE *DESTRUCTION* OF BOTH THE MASKED *WEB-SPINNER*-- AND THE *HUMAN TORCH!*

THEN, THE NEXT MORNING, OUR LITTLE WALL-CRAWLER AWAKES, BRIGHT-EYED AND BUSHY-TAILED AS EVER--

TODAY'S THE BIG DAY!

AND, SINCE THERE'S NO LIMOUSINE WAITING FOR ME--

--I'LL GET TO THE STUDIO IN MY OWN SWINGIN' STYLE!!

I JUST KINDA HOPE NO ONE TOSSES ME A BANANA!

LOOK! IT'S SPIDER-MAN!!

SO WHAT ELSE IS NEW?

HEY!! WATCH WHERE YOU'RE GOING, YOU FREE-SWINGIN' FREAK!

THE TORCH AGAIN!

SHEEESH!! ALL OF LOS ANGELES BELOW US-- AND I HAVETA BUMP INTO YOU!

YOU'RE AS HARD TO UNLOAD AS J. JONAH JAMESON!

STAY BACK, SQUIRT!

I'M NOT WRINKLING THIS COSTUME TILL AFTER MY SCREEN TEST!

YOU'RE GETTING A SCREEN TEST?!!

NOBODY TOLD ME THEY WERE RE-MAKING DRACULA!!

LOOK--WE'RE **BOTH** GONNA BE IN THE SAME PICTURE--

SO, WHY DON'T WE **GROW UP** AND CALL IT A **TRUCE!**

OKAY, WEB-HEAD--I'M GAME IF **YOU** ARE!

BUT IF YOU TRY TO **UPSTAGE** ME--OR ASK FOR YOUR **NAME** TO BE LETTERED BIGGER THAN **MINE**--ALL BETS ARE **OFF!**

REMEMBER, THIS TRUCE DOESN'T MEAN I HAVE TO **LIKE** YOU!

DON'T WORRY, SMALL FRY--

I'VE GOT **ENEMIES** WHO I'D RATHER BE FRIENDS WITH!

THUS, A FEW SECONDS LATER, THE **TORCH** AND **SPIDEY** HEAD FOR PARAGON STUDIOS IN A SOMEWHAT SPECTACULARLY UNORTHODOX MANNER--

DON'T MAKE YOUR **FLAME** TOO HOT! THIS ASBESTOS WEBBING COSTS **MONEY!**

WHAT **DOESN'T** NOWADAYS?!!

THEN, AT LAST, THE GREAT MOMENT **BEGINS--**

SO, IT'S ABOUT **ALIENS** WHO LAND IN CENTRAL PARK, EH?

YOU TRY TO STOP THE PUBLIC FROM **PANICKING!**

WHAT AM I SUPPOSED TO **DO** WHEN I SPOT THEIR SPACESHIP?

OKAY--LET'S GET THINGS *ROLLIN'!*

WHERE'S THE *TORCH?*

THE PLOT SOUNDS KINDA *CORNY* TO ME--

BUT *I* SHOULD WORRY!

--JUST SO LONG AS THEY *PAY* ME!

LOOK ALIVE, WEB-HEAD! WE'RE IN THE *BIG-TIME* NOW!

ALL OF A SUDDEN MY *SPIDER-SENSE* IS TINGLING!

BUT--*WHY??!*

SO *THERE* YOU ARE!

FLY TO *POSITION A* AND WAIT FOR YOUR *CUE!*

QUIIIET ON THE SET!

PLACES, EVERYBODY!

THIS IS *SCENE ONE*--*TAKE ONE*--THE CENTRAL PARK SCENE--WHERE THE ALIEN *SPACE SHIP* LANDS!

OK, CHARLIE --

ROLL 'EM!

A FLYING SAUCER--FROM *OUTER SPACE!!*

RUN! *RUN!* IT'S LANDING RIGHT *HERE* --IN THE *PARK!*

IT'S AN *INVASION!!* WE'RE BEING *ATTACKED!!* THEY'RE OUT TO *DESTROY* US!

LOOK! HERE COMES SPIDER-MAN!
COOL IT, CITIZENS!
BEHOLD HOW THE EARTHLINGS FLEE -- IN TERROR!
HAVE NO FEAR--OL' SPIDEY'S HERE!
LET ME TALK TO 'EM--THEY MAY NOT MEAN US ANY HARM!
WATCH OUT! BLAZING IN BEHIND YOU--
IT'S THE HUMAN TORCH!
HE'S RIGHT ON CUE!
HE'S SUPPOSED TO ATTACK THEM BEFORE I CAN STOP HIM -- THUS MAKING THEM DECIDE TO BATTLE US!
HOLD IT!! GIVE THEM A CHANCE FIRST!
WHEN I START TAKIN' ORDERS FROM A WOBBLY WALL-CRAWLER, THAT'LL BE THE DAY!
EVERYTHING'S GOING ACCORDING TO THE SCRIPT--
SO WHY IS MY SPIDEY SENSE STILL TINGLING??
CUT!
THAT WAS FINE-- FOR A FIRST TAKE!
NOW, WE'LL SHOOT IT A SECOND TIME-- TO TRY A DIFFERENT CAMERA ANGLE!
I NEVER KNEW ACTING WAS SO EASY!
THIS FEELING I HAVE--IT'S TRYING TO WARN ME OF SOMETHING--!
BUT--WHAT CAN IT BE?

AND THEN...

BOY! NO WONDER HOLLYWOOD MOVIES ARE SO EXPENSIVE--

--WHEN THEY SHOOT SCENES OVER AND OVER AGAIN LIKE THIS!

IF ONLY THE TINGLING WOULD STOP!

LET'S SEE NOW--WHAT WAS MY LINE--?

OH YEAH-- I REMEMBER!

HAVE NO FEAR--OL' SPIDEY'S HERE!

LET ME TALK TO 'EM--THEY MAY NOT MEAN US ANY HARM!

THAT'S THE TORCH'S CUE!

HE'LL BE ZOOMING DOWN ON THE SCENE ANY SECOND NOW--!

IN FACT, I CAN ALREADY FEEL THE HEAT GETTING CLOSER!

WATCH OUT! BLAZING IN BEHIND YOU--

IT'S THE HUMAN TORCH!

I DON'T GET IT! HE'S HEADING TOWARDS ME THIS TIME-- INSTEAD OF THE SPACE SHIP!

AND, MY SPIDER SENSE IS TINGLING LIKE CRAZY!

HE'S **BLOWN** THE BIT!!

THIS ISN'T HOW IT'S SUPPOSED TO **BE**!!

GET **BACK**, YOU FOOL!! YOU'RE MESSIN' UP THE WHOLE **SCENE**!!

HE'S POPPED HIS **CORK**! HE'S TRYING TO ATTACK **ME**!!

MAN! THAT WAS **TOO CLOSE** FOR COMFORT!

IF MY **SPIDEY SENSE** HADN'T **WARNED** ME--IF I HADN'T **SPUN 'ROUND** WHEN I DID--

--I'D HAVE BEEN **BLISTERED** LIKE A **LOBSTER**!

YOU INCENDIARY **IGNORAMUS**-- I'M GONNA SNUFF OUT THAT FINKY **FLAME** OF YOURS--FOR **KEEPS**!

HE'S NOT EVEN **SAYING** ANYTHING!!

WHAT'S GOTTEN **INTO** HIM? WHAT DOES IT **MEAN**?

SOMETHING'S **HAPPENED** TO THE HUMAN TORCH--!

HE'S GONE **MAD!!**

TORCH--STOP! GO **BACK--BACK!!!**

FLAME OFF, SON! YOU DON'T KNOW WHAT YOU'RE **DOING!**

HE'S **TURNING**-- ABOUT TO MAKE ANOTHER PASS AT **SPIDER-MAN!!**

THERE'S NO **STOPPING** HIM! HE'S TOO **POWERFUL!** HE'LL **WRECK** THE SET!

ALERT THE **STUDIO POLICE!** GET SOME **HOSES--!**

YOU WON'T **NEED** ANY HOSES!!

I CAN HANDLE THAT ROTTEN RED-HOT RAT **ANY** DAY!

THIS **REFLECTOR** WILL MAKE HIM SWERVE **AWAY** FROM ME--!

I DON'T **GET** IT!

HE FLEW RIGHT **INTO** IT-- LIKE A BUMBLING **AMATEUR**--

--WHEN ALL HE HAD TO **DO** WAS INSTANTLY **CHANGE COURSE** IN ORDER TO **DODGE** IT!

KTHANG!!

THIS GETS *NUTTIER* ALL THE TIME!

NOW HE'S FLYING *AWAY*-- GIVING UP THE FIGHT!!

BUT, I DON'T *GET* IT! THE REFLECTOR DIDN'T SEEM TO *HURT* HIM!

AND, NO MATTER WHAT *ELSE* YOU SAY ABOUT THE TORCH, *NO ONE* CAN CALL THAT GUY A *QUITTER*!!

HE'S NOT GETTING AWAY FROM ME *THAT EASY!*

BUT, AT THIS *VERY* MOMENT, THERE'S A CERTAIN WEB-SWINGIN' WONDER WHO COULDN'T CARE *LESS* ABOUT ANY MERE MOTION PICTURE--!

AND, SINCE THERE'S NO SIGN OF HIM *HERE*--

I'LL JUST CHECK OUT HIS *DRESSING ROOM!*

HE'S *LEAVING!* *SPIDER-MAN* DROVE HIM OFF!

BUT, WHAT DO WE DO *NOW?*

WHAT ABOUT THE *PICTURE?*

IF HE FIGURES TO CUT *OUT* OF HERE, HE'S BOUND TO STOP AND GET SOME *CLOTHES* FIRST!

I WAS *RIGHT!* THERE'S SOMEONE *INSIDE!*

PERFECT! *PERFECT!* SO FAR, *EVERYTHING'S* GOING *EXACTLY* ACCORDING TO *PLAN!*

SINCE THESE DRESSING ROOMS ARE ONLY MADE OF EXTRUDED ***ALUMINUM***, I WON'T BOTHER TO ***KNOCK***--

I WOULDN'T WANNA ***DISTURB*** THAT SWEET KID --IN CASE HE'S ***RESTING!***

AND, IF HE'S ***NOT*** RESTING--HE SOON ***WILL*** BE!

I'LL ***PERSONALLY*** SEE TO ***THAT!***

SPIDER-MAN!

WHAT IN THE NAME OF A GALLOPIN' ***GURU*** DO YOU THINK ***YOU'RE*** DOING??!

IF IT'S A ***FIGHT*** YOU WANT-- JUST ***SAY*** SO, SON!!

SKRAKK!

BUT NOW, SINCE OUR TYPICALLY TITANIC TALE IS NEARLY HALF OVER, WE FEEL IT'S TIME TO LEARN THE TRUE ***IDENTITIES*** OF OUR MYSTERIOUS ARCH-VILLAINS--

AND SO, LET'S TAKE A QUIET PEEK INTO THE EXECUTIVE OFFICES OF PARAGON PICTURES-- (BUT REMEMBER--NOBODY MAKE A SOUND, OR THEY'RE LIABLE TO ***SPOT*** US!)

I ***TOLD*** YOU THEY WOULD SUSPECT ***NOTHING!***

GOOD! ***GOOD!*** I'VE WAITED TOO LONG FOR MY ***REVENGE*** FOR ANYTHING TO SPOIL IT ***NOW!***

BUT--TURN OFF YOUR ***FLAME JETS!*** YOU'RE MAKING IT MUCH TOO ***HOT*** IN HERE!

I MUST CONFESS THAT I DIDN'T **BELIEVE** YOUR ASBESTOS SUIT, WITH THOSE FLAME JETS, WOULD ENABLE YOU TO IMPERSONATE THE TORCH SO **SUCCESSFULLY!**

AND, THE WAY YOUR UNCANNY **ANTI-GRAV DISCS** ENABLED YOU TO **FLY--**

NOW I KNOW WHY MEN CALL YOU -- THE **WIZARD!**

SPIDER-MAN **ALMOST** CAUGHT ON WHEN I DIDN'T **SWERVE** FAST ENOUGH--AND WHEN I SUDDENLY RAN FROM THE FIGHT!

I MUST ADMIT THAT **YOUR** TALENTS WERE A GREAT **HELP** TO ME IN **IMPROVING** MY SUIT!

NATURALLY! THAT IS WHY **MYSTERIO** IS THE GREATEST **SPECIAL-EFFECTS** MAN THAT HOLLYWOOD HAS EVER PRODUCED!

IT WAS VERY **LUCKY** THAT WE **MET!**

"THE MINUTE I SAW THAT ITEM IN THE **DAILY BUGLE**--ABOUT SPIDER-MAN RUINING THAT SCENE FEATURING THE TORCH--MY IDEA WAS **BORN!**"

THE TORCH'S FILM IS PRACTICALLY OVER--IT WAS JUST A **QUICKIE,** DONE ON BEHALF OF A GOVERNMENT AGENCY!

THAT MEANS HE MIGHT BE AVAILABLE TO STAR IN **ANOTHER** MOVIE--ESPECIALLY IF I CAN TRICK **SPIDER-MAN** INTO APPEARING **WITH** HIM!

THE DAILY BUGLE

I'VE ENOUGH **MONEY** SALTED AWAY TO SET UP AN ACTUAL **STUDIO** ON THE COAST!

ALL I'LL NEED IS ONE VERY **SPECIAL** PARTNER--!

KEEP YOUR CITY CLEAN

"**I**'LL ADMIT I WAS MOST **IMPRESSED** WHEN YOU APPEARED, SEEMINGLY OUT OF **NOWHERE,** TO ANSWER THE **AD** I HAD PLACED IN THE PAPER FOR YOU! BUT, THAT IS **WHY** I WANTED YOU--I HAD **HEARD** OF YOUR MYSTERIOUS TALENTS!"

I-AM-MYSTERIO!

WHY HAVE YOU ASKED ME TO **COME** HERE?

BECAUSE WE HAVE TWO **ENEMIES** IN COMMON --**SPIDER-MAN,** AND THE **HUMAN TORCH--!**

AND, I HAVE A **PLAN** WHEREBY WE CAN GET RID OF THEM **BOTH** --AT THE SAME TIME!

INDEED, **LONG** HAVE I NURTURED A DEEP, UNDYING **HATRED** OF SPIDER-MAN!

VERY WELL--I WILL **HEAR** YOUR PLAN!

AND, IF I **APPROVE** OF IT--I SHALL AGREE TO **LEAD** YOU IN ITS **EXECUTION!**

YOU-- LEAD **ME?!!**

YOU **MISUNDER-STAND,** MYSTERIO! IT IS **I** WHO MUST GIVE THE ORDERS!

NEVER! I AM MANY TIMES YOUR **MASTER!**

SEE HOW **EFFORT-LESSLY** I CAN RENDER YOU TOTALLY **HELPLESS--**

YOU WILL BE UNABLE TO **SPEAK, THINK,** OR MOVE A **MUSCLE,** UNTIL **I** WILL IT!

GUESS AGAIN, MYSTERIO! THE WONDROUS **WIZARD** IS NOT SO EASILY SUBDUED!!

YOUR **VOICE!!** IT CAME FROM **BEHIND** ME! BUT--!

YOU SHOULD HAVE **KNOWN** THAT THE **WIZARD** NEVER TAKES CHANCES!

BUT NOW, **ENOUGH** OF THIS NEEDLESS **SPARRING--!**

THAT IS MERELY A MOVEABLE MECHANICAL **STATUE** AT MY DESK!

LET US AGREE TO CARRY OUT MY PLAN--AS **EQUAL PARTNERS!**

I SO AGREE!

BETWEEN THE **TWO** OF US, WE SHOULD BE **MORE** THAN A MATCH FOR OUR DESPISED ARCH-ENEMIES!

GOOD! THEN, HERE'S WHAT WE'LL **DO--!**

YES! I **REMEMBER** THAT MEETING! YOUR PLAN WAS **PERFECT!**

BUT, THAT'S ONLY THE **BEGINNING!**

NOW, IT'S TIME FOR **PHASE TWO!**

THEN LET US USE THE **VIEWER,** AND SEE HOW OUR UNSUSPECTING VICTIMS ARE **DOING!**

LITTLE DO THEY DREAM THAT **WE** ARE CAUSING THEM TO **DESTROY** EACH OTHER!

AND, AS *MYSTERIO* AND THE *WIZARD* TURN TOWARDS THEIR PREVIOUSLY-PREPARED ELECTRONIC *VIEWER*, WE CAN BEAT THEM TO THE SCENE MERELY BY GLANCING AT THE TINTINNABULATING TABLEAU WE SEE BEFORE US--!

I DON'T KNOW WHAT YOUR CRUMMY *GAME* IS, TORCH --

WHAT'S THE *MATTER* WITH ME?? EVEN THOUGH HE TRIED TO *PARBOIL* ME BEFORE --

HERE I AM *PULLING MY PUNCH* SO I WON'T *HURT* HIM WHILE HE'S NOT IN *FLAME!*

I ALWAYS *THOUGHT* YOU WERE A *FRUITCAKE*, FELLA --

BUT, I'LL MAKE YOU PRETTY DARN *SORRY* YOU EVER TRIED IT ON *ME!*

AND NOW I *KNOW* IT!

I'LL FIGHT YOU *ANY TIME*-- AND ANY *PLACE*--!

BUT, HOW ABOUT TELLING ME *WHY??*

DON'T TRY TO PLAY THE INJURED INNOCENT WITH *ME*, SQUIRT!

THAT'S *IT!* GET YOUR *FLAME* GOING--SO I CAN STOP HOLDING MYSELF *BACK!*

BOY! YOU'RE REALLY *GONE*, KIDDO!

OKAY! IF THIS IS WHAT YOU *WANT*--

IT'S ALL *YOURS!!*

BIG DEAL!!

I CAN DODGE *THOSE* THINGS WHILE RECITING *Mc LUHAN*-- BACKWARDS!

BUT, THIS STUFFY *DRESSING ROOM* IS CRAMPING MY *STYLE!*

IT'LL BE A *PLEASURE*, LOUDMOUTH!

C'MON *OUTSIDE*, HOT-HEAD, WHERE I CAN MOP UP THE WHOLE *LANDSCAPE* WITH YOU!

YOU'VE GOT ABOUT AS MUCH CHANCE AGAINST MY *FLAME* AS *WOODY ALLEN* WOULD HAVE AGAINST THE *HULK!*

DON'T *BET* ON IT! OL' GREEN SKIN WOULD PROBABLY *LAUGH* HIMSELF TO DEATH!

WHAT'RE YOU DOIN' IN *HERE?*

I THOUGHT YOU WERE HEADING FOR THE WIDE OPEN *SPACES!*

NOT THAT IT MATTERS TO *ME!* I CAN DEMOLISH YOU *ANYWHERE!*

KEEP

THEN YOU BETTER START *DEMOLISHIN',* SHORTY--!

--'CAUSE THIS IS WHERE I *REALLY* HIT MY *STRIDE!*

THWIP!

THIS HUGE *STUDIO SET* --WITH ALL ITS *PROPS*--IS JUST MADE TO *ORDER* FOR ME!

WOTTA *SAP!*

DO YOU THINK YOU CAN *LOSE* ME BY SWINGING TO THE *RAFTERS!*

LOSE YOU? WHY WOULD I WANNA DO A THING LIKE *THAT?*

THERE! I LOOSENED THE *ASBESTOS TARPAULIN* JUST IN TIME!

THIS'LL ONLY HURT A *MINUTE,* PINHEAD!

YOU'RE *RIGHT!*

BUT *I'M* NOT THE ONE WHO'S GONNA *FEEL* IT!

DON'T GO *'WAY,* BRIGHT BOY--THE PARTY'S JUST *BEGINNING!*

ASBESTOS!! --PUTTING OUT MY *FLAME!!*

AND I ZOOMED RIGHT *INTO* IT-- LIKE A BLAZIN' *BABOON!*

HERE'S A LITTLE SOMETHING I'VE OWED YOU FOR A LONG, LONG TIME --!

AND US STOUT-HEARTED SPIDER-MEN ALWAYS PAY OUR DEBTS!

I MUST BE TURNING SOFT IN MY OLD AGE!

I STILL CAN'T GET MYSELF TO SWING HARD ENOUGH TO HURT HIM!

NOW I'D BETTER SWING DOWN AND GRAB HIM BEFORE HE HITS BOTTOM!

NO! --GUESS I WON'T HAVE TO, AFTER ALL!

THE TARPAULIN IS FALLING FROM HIM --

--SO HE CAN FLAME ON AGAIN ONCE MORE!

WALL-CRAWLER-- NOTHING WILL SAVE YOU NOW--!!

AND, WATCHING EVERY MOVE--EVERY MANEUVER--FROM THEIR HIDDEN **VIEWER**--WE FIND--

BLAST IT!! WHAT'S **WRONG** WITH THEM??

NEITHER **ONE** OF THEM IS EXERTING HIS POWER TO THE **FULLEST** EXTENT!

THEY SHOULD HAVE TOTALLY **ANNIHILATED** EACH OTHER BY NOW!

HOLD IT, WIZARD! DON'T PULL THAT **LEVER** YET!!

LET'S GIVE THEM A LITTLE MORE **TIME!**

AFTER ALL, **WE'RE** IN NO HURRY--AND I'M ENJOYING THE **SHOW!**

I NEVER FULLY REALIZED HOW **FAST** THEY WERE BEFORE--OR HOW **POWERFUL!**

WIZARD!! RELEASE THE **HANDLE!** YOU'RE ACCIDENTALLY ACTIVATING THE **RAY--!!**

AND **NOW,** YOU SPIDER-POWERED SQUARE--I'LL--

HEY!! WHAT'S **THAT?!!**

SOME KIND OF **RAY**--SHOOTING **DOWN** ON US FROM SOMEWHERE IN THE **ROOF!!**

IT JUST **MISSED** US--BY **INCHES!**

IT CAME FROM UP **THERE!**

SO, IT LOOKS AS THOUGH YOU'RE NOT THE **ONLY** ENEMY I HAVE TO **CONTEND** WITH OUT HERE!

IN FACT, I'M BEGINNING TO **WONDER**--

IF THE **TWO** OF US MIGHT NOT HAVE AN ENEMY IN **COMMON** NEARBY!

I SEE WHAT YOU **MEAN,** FELLA!

YOU CARELESSLY **RUINED** THE WHOLE THING, YOU FOOL!

THEY'RE NOW BEGINNING TO SUSPECT THE **TRUTH!**

NO MATTER! WE CAN **STILL** FINISH THEM OFF AT **WILL!**

LOOK OUT!! THERE'S SOME KIND OF CAGE-LIKE GIZMO DROPPING **DOWN** ON US--FROM THE ROOF ABOVE!

WHOEVER OUR UNSEEN PLAYMATES **ARE**--THEY MUST'VE DECIDED ON A **DIRECT ATTACK!**

I WONDER WHAT THAT GADGET **DOES**--?

UH OH!! HERE'S MY **ANSWER!!**

THERE'S SOME SORT OF DRY **CHEMICAL** SHOOTING OUT --IN THE FORM OF **GAS!**

SWING **AWAY** FROM HERE -- WHILE YOU STILL **CAN!** **HURRY!**

SOMETHING TELLS ME ITS PURPOSE ISN'T EXACTLY TO **INCREASE** OUR LIFE SPAN!!

THAT WON'T HELP--THE **GAS** WILL KEEP ON TRAILING **AFTER** US!

WELL, BIG BRAIN?? HAVE YOU GOT A **BETTER** IDEA?!!

I--CAN'T STAY **ALOFT**--MUCH LONGER!! THE **GAS** --IS DOUSING--MY **FLAME**--!

IF--THIS IS THE **END**-- SPIDEY--DON'T THINK--IT HASN'T BEEN **FUN**--

BECAUSE --IT **HASN'T!!**

GETTING HARD TO **BREATHE!!** MUST DO SOMETHING --**FAST!**

HANG ON, TORCH!!

I KNEW *RUNNING* COULDN'T HELP US--BUT--

THERE'S JUST A SLIM CHANCE THAT *THIS* MAY DO THE TRICK--!!

IF I CAN JUST *CLOG* THE CHEMICAL NOZZLES WITH MY *WEB FLUID*--!!

IT'S *WORKING*!! --JUST A FEW MORE TO *GO*!

YOU *DID* IT! THE GAS IS GETTING *WEAKER*!!

LOOK! I'M STARTING TO *FLAME ON* AGAIN!!

NOW--*STAND BACK*, SPIDEY!!

I CAN MELT THE *REST* OF THE GOOK AWAY BY SIMPLY FLYING *THRU* IT!

SO, ALL THAT REMAINS IS TO LEARN WHO OUR *REAL* ENEMY IS!!

LEVEL WITH ME, TORCH! WASN'T IT *YOU* WHO ATTACKED ME ON THE SET BEFORE?

'COURSE NOT! I WAS IN *MY* DRESSING ROOM, STUDYING THE *SCRIPT*!

THAT'S WHY MY SPIDEY SENSE TINGLED *THEN*--BUT IT DOESN'T *NOW*, WHEN *YOU'RE* HERE!

THAT *OTHER* TORCH WAS JUST AN *IMPOSTOR*!

THEY'RE *ON* TO US NOW! WE CAN'T AFFORD ANY MORE *SLIP-UPS*!

THE TIME FOR *STEALTH*--FOR *SECRECY*--IS *PAST*! WE MUST *ATTACK*--AND *DESTROY*!!

IT'S TIME FOR YOU TO *SHUT UP* --AND LET *ME* DO THE THINKING FOR A WHILE!

FOLLOW *ME*, TORCH--I'M GONNA FIND OUT *WHO'S* BEEN TURNING US *AGAINST* EACH OTHER!

MORE *POWER* TO YOU, WEB-SWINGER--!

BUT, HOW DO YOU KNOW WHERE TO *GO*?

US LARGE, ECONOMY-SIZED **SPIDER-MEN** COME FULLY EQUIPPED WITH A BUILT-IN LITTLE **SPIDER-SENSE**, SON--

AND, **MINE** IS TINGLING LIKE CRAZY WHENEVER I FACE THAT METAL **CUBICLE** UP THERE!

I GET THE **PICTURE**, PAL!

LET'S **TRAVEL!**

HEY! SLOW 'ER **DOWN**, FURNACE FACE!! WHOEVER'S **IN** THERE MAY HAVE ALL KINDS OF **DEFENSIVE** SET-UPS WAITING FOR US!

AND DON'T I **KNOW** IT!!

THAT'S WHY **I'M** ZOOMIN' IN **FIRST**--!

NO MATTER **WHO**-- OR **WHAT** IS IN THERE--I'M GONNA **STEAM 'EM OUT** --LIKE **SO**--!!

SHOOSH!!

THE PLACE -- IS GETTING --LIKE A **FURNACE**--!

WE CAN'T --**STAY** IN HERE--ANY **LONGER**!

WE'LL USE--**ESCAPE PLAN "A"!!**--IS EVERYTHING-- IN READINESS--??

YES! --THANKS TO THE GENIUS OF **MYSTERIO!**

NEVER MIND PATTING YOURSELF ON THE **BACK**--

LET'S GET **OUT** OF HERE!

IT *WORKED*, SPIDEY! I *KNEW* MY LITTLE *STEAM TREATMENT* WOULD SMOKE THEM OUT OF THERE!

OKAY, GENTS-- JUST STAY WHERE YOU *ARE*--YOU'VE BOTH GOT ONE HECKUVA LOT OF *EXPLAINING* TO DO!

WELL, WIGGLE MY WEBS AND CALL ME *SHAKY!*

IT'S *MYSTERIO* --AND THE EVER-LOVIN' *WIZARD!*

I NEVER THOUGHT *YOU* TWO WOULD BE SO EASY TO CATCH!

WHULP! LOOKS LIKE I SPOKE TOO *SOON!*

THEY'RE *NOT* THAT EASY TO CATCH--MOSTLY BECAUSE IT ISN'T *THEM!!*

IT WAS JUST SOME KINDA NUTTY THREE-DIMENSIONAL *DECOY IMAGES!!*

NOW YOU TELL ME!

BUT, IF THESE ARE JUST *DECOYS*, WHERE ARE THE *REAL* VERSIONS HIDING??

FOR THE ANSWER TO THE TORCH'S HIGHLY LOGICAL QUERY, LET'S STRETCH OUR NECKS A BIT AND PEER ATOP THE ROOF OF ONE OF THE MANY STUDIO BUILDINGS ---

I *KNEW* THAT THOSE *IMAGES* OF YOURS WOULD COME IN HANDY SOMETIME, MYSTERIO!

THEY ARE BUT A *SMALL PART* OF MY ARSENAL OF *MAGICAL EFFECTS!* I NOW REGRET THAT I DID NOT PREPARE MANY *MORE!*

BUT, YOU HAD CONVINCED ME THAT YOUR PLAN WAS *FOOLPROOF*--AND, THOUGH I SHOULD HAVE KNOWN *BETTER*, I *ALLOWED* YOU TO CONVINCE ME!

HOWEVER, WE CAN NOW USE THE TRAP WHICH *I* HAVE SET FOR THEM!

ALL THAT REMAINS IS TO *LURE* THEM TO THE PROPER *SITE!*

WHILE, WITHIN THE BUILDING ITSELF--

THEY CAN'T HAVE GOTTEN *FAR!*

I KNOW THEY *WERE* INSIDE-- MY SPIDEY SENSE IS NEVER WRONG!

THEN LET'S GET UP TO THE *ROOF* AND LOOK AROUND!

IF THEY'RE RUNNING *AWAY* SOMEWHERE, WE OUGHTTA BE ABLE TO *SPOT* 'EM FROM THERE!

I'LL *BUY* THAT, JUNIOR! LET'S *GO!*

STAY WITH *ME*--I'LL *BURN* OUR WAY THRU!

THAT'S REAL *NICE* OF YOU, TORCH--

BUT, WHEN THE DAY COMES THAT I CAN'T *LEAP* UP AND *PUNCH* MY WAY THRU A FLIMSY ROOFTOP--

I'LL TURN IN MY *WEBBING* FOR A PINK YO-YO!

DON'T KNOCK *YO-YOS,* WEBHEAD!

I WAS THE STAR *YO-YO CHAMP* OF MY WHOLE KINDERGARTEN CLASS!

IT'S NICE TO KNOW YOU WERE ONCE GOOD AT *SOMETHING!*

WELL *HARDY HAR-HAR!*

LOOK! THERE THEY GO *NOW*-- VIA ONE OF THE WIZARD'S NUTTY *JET MACHINES!*

TOO FAR FOR ME TO REACH THEM WITH MY *WEBBING!*

--SO HOW THE DICKENS AM I GONNA GO *AFTER* THEM?

I *KNEW* THEY'D SEE US IF WE HOVERED HERE *LONG* ENOUGH!

BUT, WE CAN'T STAY ANY *LONGER!* THEY'LL BE *AFTER* US IN SECONDS! LET'S REACH MAX SPEED AND GET *OUT* OF HERE!

GLAD YOU *ASKED,* YOUNG FELLA--

'CAUSE I'VE GOT THE *ANSWER* FOR YOU!

SAY! THIS IS A GREAT IDEA, TORCHY!

YOU COULD PROBABLY MAKE A BUNDLE HIRING YOURSELF OUT TO WATER SKIERS!

AS LONG AS THEY HAVE ENOUGH ASBESTOS WEBBING, THAT IS!

SAY--WHERE ARE THEY HEADING FOR NOW?

IT'S THE SPECIALLY-CREATED AREA THAT THEY USE FOR THEIR JUNGLE MOVIES!

MAYBE THEY FIGURE TO LOSE US IN THE FOLIAGE!

BUT, IF THAT'S IT, THEY'VE GOT ANOTHER THINK COMING!

I CAN DEFOLIATE THE WHOLE LANDSCAPE WITH JUST ONE MINI-NOVA BLAST!

DON'T BOTHER, CHUM! I'VE GOT A BETTER IDEA!

THEY LANDED SOMEWHERE IN THAT UNDER-BRUSH AHEAD!

MY SPIDEY SENSE OUGHTTA LEAD US TO 'EM EASY ENOUGH!

BESIDES, IF YOU WIPE OUT A WHOLE JUNGLE, IT'LL LOOK LIKE YOU'RE SHOWIN' OFF!

THOOM! THOOM!

HEY! WHAT'S GOING ON? YOU DON'T HAVE TO BE A SPIDER-MAN TO HEAR THAT NOISE!!

WATCH IT, SPIDEY!

IT'S SOME SORT OF GIANT MECHANICAL *GORILLA!*

AT LEAST, I *HOPE* IT'S MECHANICAL!

KRKRRK RKRRR!

IT'S *MECHANICAL*, ALL RIGHT!

BUT, THAT DOESN'T MAKE IT ANY LESS *DANGEROUS!*

I'LL BET *MYSTERIO* AND THE *WIZARD* ARE WORKING THE *CONTROLS* FROM SOMEWHERE!

IT'S PROBABLY ANOTHER *TRAP* THEY HAD SET!

I'LL BET THEY *WANTED* US TO FOLLOW THEM HERE--BECAUSE OF *HIM!*

HEY-*WAIT!* LOOK OUT!!

YOU TAKE A BREATHER, BOY! I'LL HANDLE *CHUCKLES* OVER HERE!

HAH! THE FLAMING FOOL IS ATTACKING OUR MECHANIZED KILLER--JUST AS WE KNEW HE WOULD!

WHAT A PITY HE DIDN'T LISTEN TO SPIDER-MAN'S WARNING!

THE MASKED WEB-SLINGER MUST SOMEHOW HAVE SENSED THAT THE GORILLA IS CONSTRUCTED OF FIRE-PROOF PLASTIC!

THUS, AT LONG LAST --THE TORCH SHALL BE DESTROYED!

HE GOT HIM!! WITH ONE SIMPLE BLOW OF HIS FIRE-PROOF HAND!!

THE TORCH IS STUNNED!! HIS FLAME IS SNUFFED OUT!! HE'S FINISHED!

THAK!

BUT, ALTHOUGH WE DON'T LIKE TO DISAGREE WITH ANYONE, NO GOOD GUY IS EVER FINISHED WHILE OL' SPIDEY IS WITHIN ATTACKING RANGE--!

IF THAT OVERSIZED CHIMP GETS HIS PAWS ON THE TORCH, IT'LL BE CURTAINS FOR THE KID!

I'VE GOT TO STOP HIM SOMEHOW--!

BUT, MY OWN SPIDER STRENGTH IS A JOKE COMPARED TO THIS MOUNTAIN OF MECHANICAL MUSCLE!!

HOW AM I GONNA DO IT?

WAIT A MINUTE!! IF HE'S MECHANICAL --HE HAS TO HAVE A CONTROL CENTER SOMEWHERE--!

AND, I'LL BET THIS LITTLE TRAP DOOR DOOHICKEY WASN'T JUST PUT HERE FOR SHOW!

HE'S GRABBING THE TORCH!! OUR TIME'S RUN OUT!! IT'S NOW OR NEVER--!

SO--IT BETTER BE --NOW!!

I DID IT!! I SMASHED THE CONTROLS!!

BUT--DID I DO IT IN TIME?

AND, IN THEIR PRIVATE BUNKER, THE WIZARD AND MYSTERIO WONDER ABOUT THE SAME THING ---

SPIDER-MAN WAS TOO FAST FOR US!! HE'S DE-ACTIVATED THE GORILLA!

BUT, WE STILL ACHIEVED OUR OBJECTIVE!!

HE'LL NEVER BE ABLE TO FREE THE TORCH FROM THAT VISE-LIKE GRIP!

THAT MEANS WE'LL ONLY HAVE SPIDER-MAN TO CONTEND WITH FROM NOW ON--

AND SO, OUR VICTORY IS ASSURED!

BUT, EVEN AS THE MERCILESS WIZARD GLOATS --

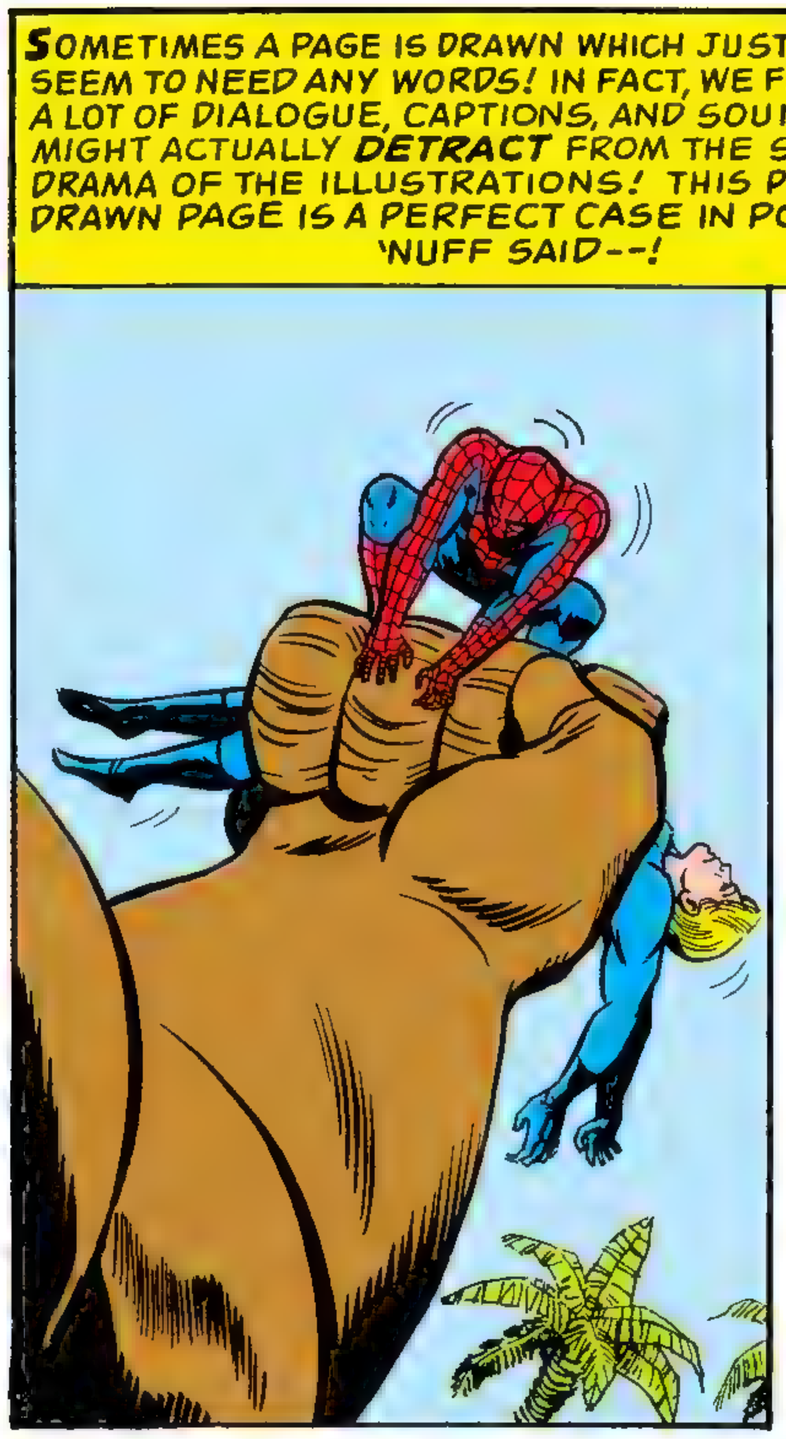
HE'S HOLDING THE TORCH TOO TIGHT!

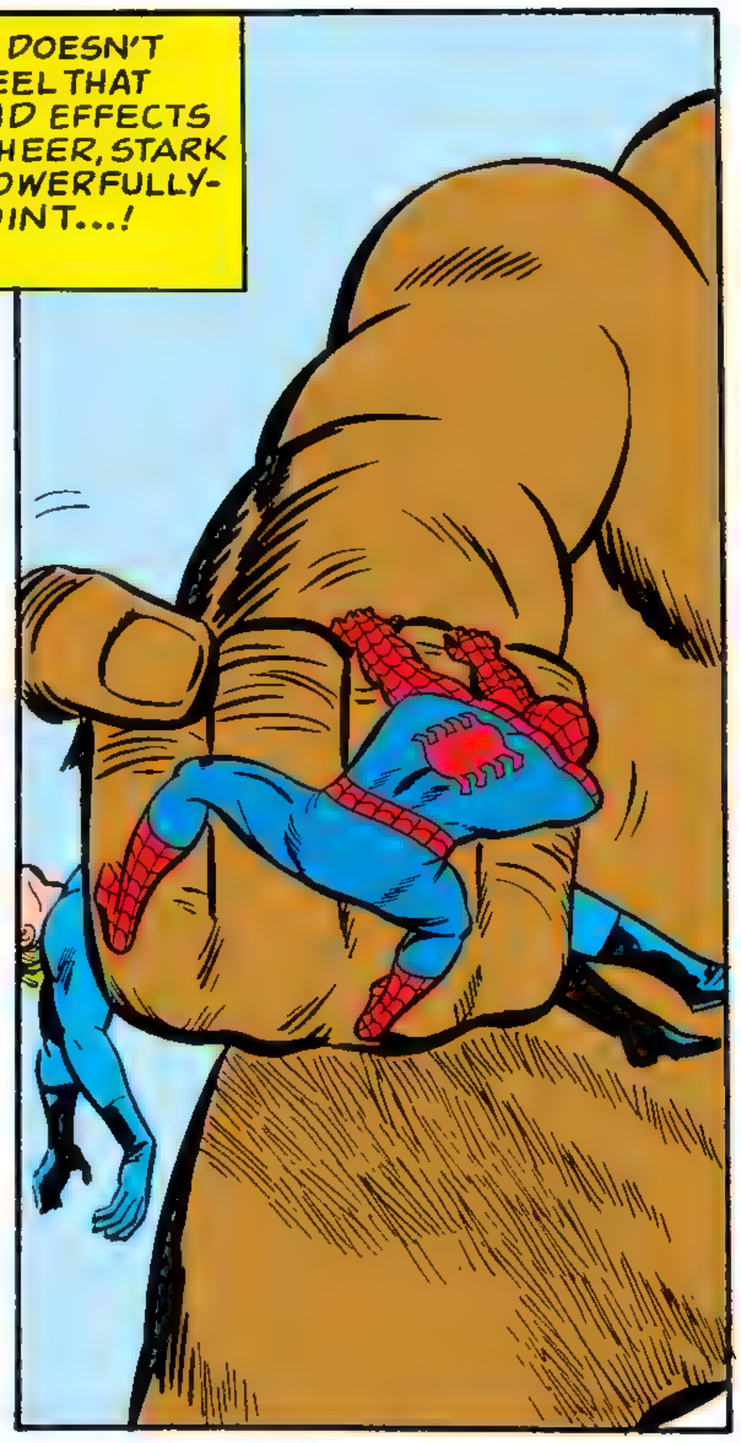
THE KID CAN'T BREATHE!

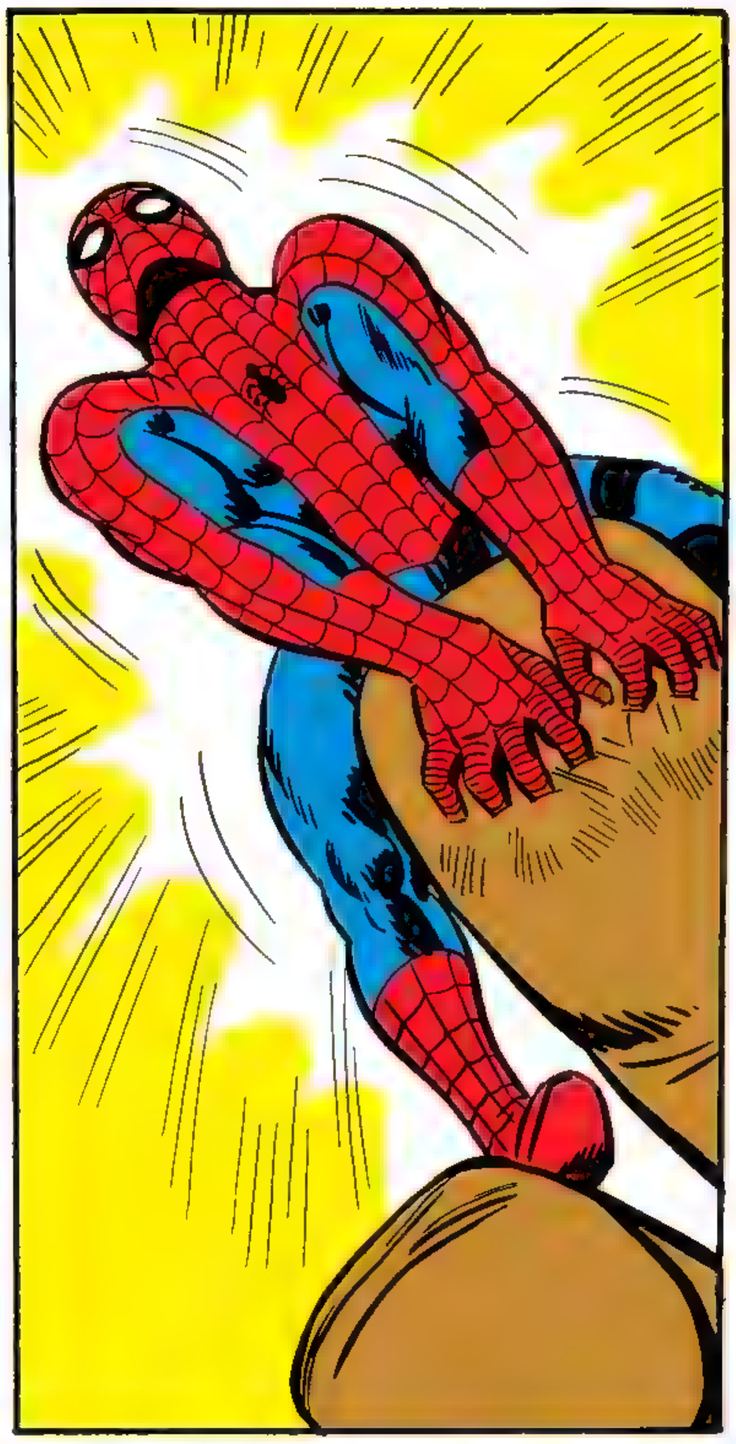
IF I CAN'T PRY THOSE FINGERS APART--HE'S FINISHED!

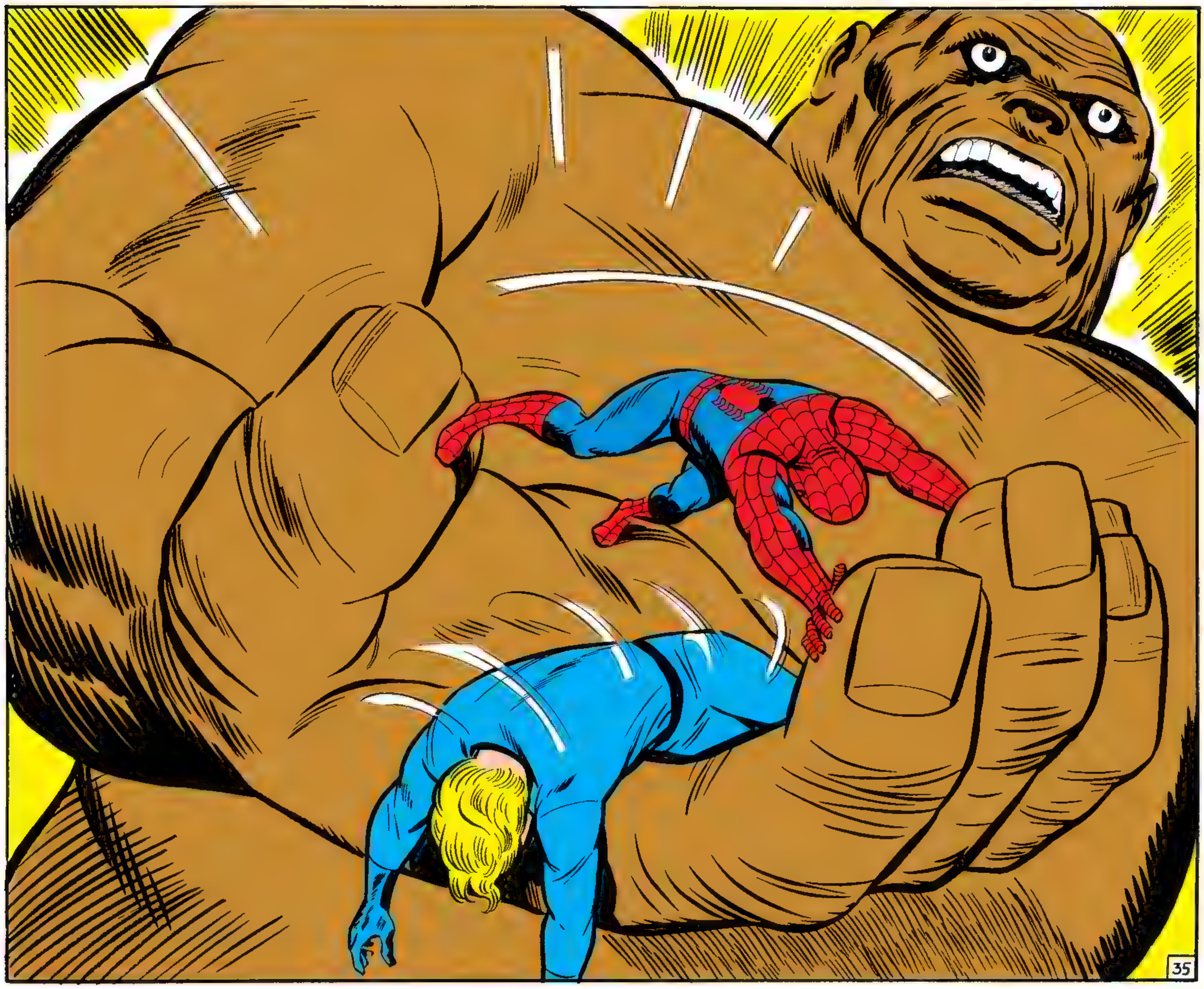
HANG ON, FELLA!! YOU'VE GOTTA HANG ON!!

SOMETIMES A PAGE IS DRAWN WHICH JUST DOESN'T SEEM TO NEED ANY WORDS! IN FACT, WE FEEL THAT A LOT OF DIALOGUE, CAPTIONS, AND SOUND EFFECTS MIGHT ACTUALLY **DETRACT** FROM THE SHEER, STARK DRAMA OF THE ILLUSTRATIONS! THIS POWERFULLY-DRAWN PAGE IS A PERFECT CASE IN POINT...! 'NUFF SAID--!









THE TORCH IS COMING AROUND NOW!

HE'LL BE GOOD AS NEW IN A FEW MINUTES!

BUT, I'D BETTER **USE** THOSE FEW MINUTES TO GET BACK TO THAT **CONTROL CENTER** AND **SEARCH** FOR SOMETHING!

THIS IS WHAT I WANT!

I **THOUGHT** I NOTICED SOME **MAGNETICALLY-ACTIVATED FLUID** USED TO OPERATE THE GEAR DRIVE!

I'VE A HUNCH THIS MAY COME IN MIGHTY **HANDY** WHEN WE HAVE TO TACKLE OUR TWO FRANTIC **FRIENDS** AGAIN!

SO, I'LL JUST FILL A FEW CARTRIDGES AND LOAD THEM INTO MY **WRIST CONTAINER!**

THEN, A FEW MINUTES LATER, AFTER THE **HUMAN TORCH** HAS FULLY RECOVERED--

THEY HAVE MORE **LIVES** THAN A PAIR OF **CATS**-- BUT, WE'LL GET THEM **YET!**

WITH THE WEB-SLINGER'S ACCURSED **SPIDER SENSE,** IT WON'T BE LONG BEFORE THEY **FIND** US HERE--

--WHICH IS EXACTLY WHAT WE **WANT** THEM TO DO!

FORGET IT, HOT-HEAD!

LOOKS LIKE I'M SORT-OF IN YOUR **DEBT,** SPIDEY!

I JUST DID WHAT **ANY** RED-BLOODED, CLEAN-CUT, SELF-SACRIFICING SUPER-HERO WOULDA DONE!

THERE'S OUR OBJECTIVE-- RIGHT **AHEAD** OF US--OBSERVATION SLIT AND ALL!

BUT, WE'D BETTER APPROACH IT **CAREFULLY!** IT'S PROBABLY CRAWLIN' WITH **BOOBY TRAPS!**

THEN, AFTER A FEW FRANTIC SECONDS OF RECONNOITERING--

HOW ABOUT **THAT**? AN UNGUARDED **REAR ENTRANCE!**

JUST WHAT WE **WANTED!** LET'S **MOVE!!**

THERE THEY **ARE**-- BENDING OVER THAT ELECTRONIC **INSTRUMENT PANEL!**

THEY DON'T SUSPECT A **THING**--!

SO WHAT ARE WE **WAITING** FOR?!!

OVERCONFIDENT FOOLS!! WE'VE BEEN **WATCHING** YOU ON OUR PERI-SCREEN! YOU'VE BOTH **DOOMED** YOURSELVES!

WE **HAD** TO ACT UNSUSPECTING --TO LURE YOU **IN** HERE! BUT NOW--YOU'VE **LOST!** IT'S **OVER-- FOREVER!**

ARE THEY **KIDDIN'?**

EVEN IF THEY **KNEW** WE WERE BEHIND THEM -- WHAT CAN THEY **DO** ABOUT IT?

LET'S PLAY IT **COOL!** I DON'T **LIKE** THIS!

EVEN AS WE **SPEAK,** I HAVE THROWN A SWITCH, CAUSING YOU BOTH TO BE COATED WITH AN INVISIBLE **MAGNETIC FIELD**--WHICH WILL SOON **DESTROY** YOU!

AND, TO MAKE CERTAIN YOU WILL REMAIN FOR **ALL** THE FESTIVITIES --

OUR PREVIOUSLY-PREPARED **BARRIERS** WILL HELP YOU RESIST THE TEMPTATION TO **FLEE!**

Y'KNOW SOMETHIN', SPIDEY? I DON'T THINK THEY REALLY **LIKE** US!

NOW WHATEVER GAVE YOU **THAT** IDEA?

I KINDA HOPE YOUR **FLAME** IS COOKIN' ON ALL BURNERS RIGHT NOW, PAL--

'CAUSE I'VE GOT A FEELING WE'RE SURE GONNA **NEED** IT!

AND NOW-- OUR MOMENT OF TRIUMPH!!

FLUTTERIN' FIREBALLS!!

DUCK, WEB-HEAD!

IT'S LIKE THE PLACE IS ALIVE! ALL THE BOULDERS ARE HURTLING TOWARDS US!

THIS MUST BE WHAT THEY MEANT BY COATING US WITH A MAGNETIC FIELD!

IN SOME CRAZY WAY, THE ROCKS THEMSELVES ARE BEING DRAWN TO US!

KEEP DODGING, SPIDEY! I'LL MELT 'EM AS FAST AS I CAN--!

BUT, THEY'RE COMING FASTER-- AND FASTER-- MORE AND MORE OF 'EM--!!

I HAD A FEELING YOUR FLAME WAS GONNA COME IN HANDY, TORCH!

BUT IT WON'T LAST FOREVER --AND I CAN'T KEEP DODGING THESE THINGS MUCH LONGER--!!

DON'T KNOW HOW MUCH LONGER --I CAN KEEP IT UP!!

THERE'S NOT ENOUGH OXYGEN IN HERE--FOR MY FLAME TO OPERATE AT PEAK STRENGTH --BUT I'VE GOTTA STAY WITH IT!

STAY *WITH* IT, FELLA!!

I'LL *BURN* THRU THIS GLASS BARRIER --OR KNOW THE REASON *WHY*--!!

SSSSSSS

AZP!!

÷UNNHHH!!÷ COULDN'T-- *DO* IT!! WALL-- TOO *THICK*!!

TORCH! LISTEN TO *ME*-- QUICK!

DON'T TRY TO SMASH THE *WHOLE* THING--

CONCENTRATE YOUR FLAME!!

I *READ* YOU, SPIDEY! IT'S SURE WORTH A *TRY*!

LIKE USING A *MAGNIFYING GLASS* TO BURN A HOLE WITH THE SUN'S RAYS!

HERE *GOES*--!!

FZZZZZZ

IT ISN'T *POSSIBLE*!! AND YET--

HE'S ACTUALLY BURNING HIS WAY *IN*!!

SPIDER-MAN-- SHOOTING HIS *WEBS* THRU THE OPENING-- HITTING THE *MAGNETIC FIELD SWITCHES*!!

THAT HOLE IS *BIG* ENOUGH-- FOR ME TO USE THE *MAGNETIZED WEBBING* I JUST WHIPPED UP--THEREBY *REVERSING* THE MAGNETIC FIELD!

NOW, GENTS-- IT'S *OUR* TURN--!

THAT'S THE NAME OF THE GAME, SON!

THE ROCKS!! THEY'RE FLYING AWAY FROM US --IN THE OPPOSITE DIRECTION!

BY REVERSING THE MAGNETIC FIELD, EVERYTHING NOW WILL GO ZOOMING RIGHT TO THEIR OWN CONTROL PANEL!!

HEADS UP, BAD GUYS!! THAR SHE BLOOOOOOWS!!

BAK-BOOM!

KRASH!

HANDS OFF THAT GUN, WIZ--

--UNLESS YOU'RE COLLECTING BLISTERS!

DON'T WORRY, TORCHY--

I'LL KEEP 'EM OUT OF TROUBLE WITH SOME NICE COZY WEBBING!

DEFEATED AGAIN!! OH NOOO--NOT AGAIN!! NOT AGAIN!!

HOW?!! HOW DID IT HAPPEN?!!

I PLANNED EVERYTHING TO PERFECTION! WE SET A DOZEN TRAPS! WE COULDN'T FAIL-!!

AWWW, SHUT UP, YOU CREEPS!

YOU THINK YOU'VE GOT TROUBLES?

WHAT ABOUT THE MONEY I WAS COUNTING ON FROM YOUR PHONY MOVIE?

WELL, LOOKY HERE! NOW MYSTERIO AND THE WIZARD WON'T HAVE TO WORRY ABOUT BEING LONELY!

HI, MEN! WE'VE GOT 'EM ALL GIFT-WRAPPED AND READY FOR DELIVERY!

MINUTES LATER, THE PRESS EAGERLY ARRIVES UPON THE SCENE--

YOU AND THE TORCH WOULD MAKE A GREAT TEAM, SPIDER-MAN!

FORGET IT, GENTS! THE LAST THING I NEED RIGHT NOW IS A PARTNER!

HAVE YOU EVER CONSIDERED--?

WELL THEN, WHAT DO YOU NEED?

STAGE 7

PLANE FARE-- BACK TO NEW YORK! --BUT I CAN'T ADMIT THAT TO THEM!

HEY, SPIDEY--WAIT!! I WANNA GIVE YOU YOUR SHARE OF THE REWARD FOR OUR NABBING THOSE TWO CLOWNS!

HUH? DID YOU SAY-- REWARD?

SURE! DIDN'T YOU KNOW? THEY'RE WANTED IN HALF THE STATES IN THE COUNTRY!

Y'KNOW SOMETHIN', HOT-HEAD? I THINK YOU'RE BEGINNING TO GROW ON ME!

41

THUS, AN HOUR LATER, A SOMEWHAT WEARY WEB-HEAD DOZES CONTENTEDLY, HIGH ABOVE THE CLOUDS...

HE MUST HAVE HAD TOO MUCH SIGHT-SEEING IN HOLLYWOOD!

I GUESS HE'S THE TYPE THAT TIRES EASILY!

WE DON'T KNOW ABOUT PETE--BUT AFTER WRITING 41 PAGES--WE'RE KINDA BUSHED OURSELVES! SO...'NUFF SAID!

THE END!

LET'S TAKE A BREAK AS WE VISIT...

THE COFFEE

THE UNOFFICIAL CULTURAL CENTER OF GOOD OL' E.S.U.!

TODAY'S SPECIAL: YESTERDAY'S LEFTOVERS!

IF YOU DON'T SEE WHAT YOU WANT..

SHOW US *AGAIN* HOW YOU TRAPPED AN ENTIRE ENEMY PLATOON, FLASH BABY!

AWW, YOU MUST BE *SICK* OF ARMY TALK BY NOW!

WELL, NOW THAT YOU *MENTION* IT...!

SPECIAL 50

SPECIAL 40

SPECIAL 35

AN ENTIRE *PLATOON*?!!

WOULDJA BELIEVE: ONE STRAY *COW*!

SPECIAL NOTE FOR FUTURE HISTORIANS:
THE UNVARNISHED ***EXPLANATION*** FOR WHY WE INCLUDED YON SEEMINGLY UNRELATED DOUBLE-PAGE SPREAD IN THIS NEVER-TO-BE-FORGOTTEN ISSUE IS: WHILE WORKING ON THE ***REST*** OF THE MAG, WE BEGAN TO DEVELOP A KING-SIZED ***THIRST***, AND KEPT WISHING WE HAD SOME CUPS OF JAVA! WELL, ONE THING LED TO ANOTHER, UNTIL.. HERE WE ***ARE***... GULPIN' WITH THE GANG!

1.

BEAN BARN!

..FORGET IT!!

IF YOU THINK OUR COFFEE TASTES LIKE DISHWATER... WAIT'LL YOU TASTE OUR *DISHWATER*!

FREE ESPRESSO TO ALL! (--50¢ RENTAL FOR THE CUP AND SAUCER!)

FU MANCHU FOR MAYOR

SUPPORT CLEAN HOBBITS!

WOODY ALLEN LIVES! (MORE OR LESS!)

ANY *UNIFORM* REALLY TURNS THE CHICKS ON!

YEAH--EXCEPT A SWINGIN' *SPIDEY* SUIT!

HELP FEED OUR STARVING JUKE BOX.

SO *THIS* IS WHERE IT'S *HAPPENING*, MAY!

COOL IT, SWEETIE! WE DON'T WANT THOSE CATS TO DIG THAT WE'RE *HIPPIES*!

FORGIVE US FOR THOSE LAST TWO BITS OF DIZZY DIALOGUE, FAITHFUL ONE--- BUT, IT'S BEEN A LONG, HOT SUMMER---AND WE DIDN'T THINK YOU'D MIND IF WE LET OFF SOME STEAM---JUST THIS ONCE!

2.

WHAT THE WELL-DRESSED SPIDER-MAN WILL WEAR

IN PLACE OF AN ORDINARY UNDERSHIRT, OUR HERO PREFERS A RED-AND-BLUE, DECORATOR-INSPIRED STRIPED MOTIF!

GLOVES AND HEAD MASKS ARE BEING TUCKED INTO ONE'S UTILITY BELT THIS YEAR... IN A BID FOR CHICNESS!

WHEN CLIMBING WALLS, IT IS RECOMMENDED TO LEAVE ONE'S STREET CLOTHES SECURELY WRAPPED IN A WEB-SACK... TO AVOID COSTLY CLEANING BILLS!

NOTE: THE NAILS MUST BE WELL TRIMMED TO PREVENT RIPPING DISTINCTIVE-PATTERNED STRETCH-SOCKS..!

AN IMPROVEMENT OVER THE USUAL TYPE OF ***SUN-GLASSES*** ARE SPIDEY'S ***ONE-WAY PEEP HOLES!*** HE CAN EASILY SEE ***OUT,*** ALTHOUGH UNAUTHORIZED PERSONS CANNOT SEE ***IN!***

THEY'RE AVAILABLE ALSO IN SHOCKING PINK AND MORNING-AFTER RED!

FOR THE MAN WHO HAS EVERYTHING, HIS OWN PERSONAL WEB-SHOOTER MAKES A UNIQUE AND WELCOME GIFT! CARTRIDGES ARE EXTRA, AND CAN BE OBTAINED PRACTICALLY NOWHERE AT ALL!

TO PREVENT ACCIDENTAL FIRING WHEN MAKING A FIST, IT IS NECESSARY TO TOUCH THE RELEASE BUTTON *TWICE*, IN A PRE-PROGRAMMED, PRE-SET PATTERN! IF YOU'VE SHORT, STUBBY FINGERS, FORGET IT!

THE AMAZING WEB FLUID CAN GUSH OUT IN MANY DIFFERENT FORMS, DEPENDING UPON *HOW LONG* SPIDEY'S FINGER REMAINS UPON THE SENSITIVE CONTROL BUTTON...

A ***SHORT*** TAP RELEASES A THIN, CABLE-LIKE ***STRAND,*** RECOMMENDED FOR SWINGING--- OR STRINGING GUITARS!

A ***LONGER*** PERIOD OF PRESSURE RELEASES MORE FLUID, FORMING AN ICKY, ECHHY, BLOCHHY, STICKY ***BLOB...*** USEFUL IN PASTING A FOE AGAINST A WALL...LIKE!

A SERIES OF BRISK, ***STACCATO TAPS*** RELEASES MULTIPLE CABLE SHAPES WHICH CAN BE FORMED INTO A DECORATIVE ***NETTING*** PATTERN!

SPIDEY'S GREATEST TALENT

THE ABILITY TO CLIMB WALLS AND STICK TO ANY SURFACE!

THERE'S ONLY ONE THING *WRONG* WITH THIS POWER OF MINE---

WHEREVER I GO, I HAVE TO DODGE *LADYBUGS* WHO ARE *INFATUATED* WITH ME!

IT'S NO USE! MY HAND'S *SHAKIN'* SO MUCH I CAN'T TAKE AIM!

HOW CAN YA *SHOOT* AT A GUY WHO COMES WALKIN' UP A *WALL* TO GET ATCHA ??!

IF NOTHING ELSE, SPIDEY'S WALL-CRAWLING ABILITY HAS A TOTALLY *UNNERVING* EFFECT ON BAD GUYS--- AS WELL AS ON *ARTISTS* WHO HAVE TO LEARN TO DRAW THESE NUTTY PERSPECTIVE SCENES!

IN CASE YOU'RE WONDERING, THE GENTLEMAN IN THE WINDOW WAS EVENTUALLY CAPTURED, AND LATER TURNED OVER A NEW LEAF! ---WE HATE TO LEAVE LOOSE ENDS!

ONE THING YOU MUST ADMIT.. WE'VE PRESENTED ABOUT A ZILLION PANELS OF THIS TYPE SINCE SPIDEY WAS FIRST INTRODUCED--- RIGHT? SO...

EX

...HOW COME WE GOT A LETTER JUST THE OTHER DAY, ASKING WHY WE ALWAYS CALL OUR HERO A WALL-CRAWLER?!!

=SHEEESH!=

NATURALLY, SPIDEY'S CLINGING POWER MAKES HIM THE EQUAL OF ***DAREDEVIL*** HIMSELF WHEN IT COMES TO HIGH-WIRE WALKING---

HOTEL

ALTHOUGH THERE ARE ***SOME*** THINGS OUR WEB-SPINNER CAN DO THAT EVEN ***DD*** MIGHT HAVE TO THINK TWICE ABOUT..!

SPIDEY'S WEBBING MAY BE USED IN A VARIETY OF WAYS! WE PRESENT SOME NOW---CAUTIONING YOU THAT THEY ARE ALL PROTECTED BY INTERNATIONAL PATENT LAW!---SO HANDS OFF!

FOR THOSE OF YOU WHO'VE BEEN LIVING IN A **CAVE** ALL THESE YEARS.. THIS IS MY PRACTICALLY PRICELESS ***PARACHUTE!***

OUR THANKS TO JOLLY JONAH JAMESON, WHO VOLUNTEERED TO DEMONSTRATE SPIDEY'S ***SAFETY NET*** WEBBING--- AFTER BEING SLIGHTLY SHOVED THROUGH HIS OFFICE WINDOW!

FOOOOOSH!!

NOTE HOW A SOLIDLY-PACKED, ***AIR-TIGHT WEB BALL*** CAN SAVE SPIDEY FROM DROWNING.. ALTHOUGH IT'S NOT MUCH HELP WHEN THE AIR RUNS OUT!

THIS SPACE FOR RENT!

WE'RE NOT SURE WHERE OUR HERO IS ***GOING*** ON HIS LIFE-SAVING EMERGENCY BRIDGE, BUT YOU MUST ADMIT, IT'S HELPING HIM TO ***GET*** THERE IN STYLE!

ALTHOUGH IT'S NOTHING TO MAKE CAPTAIN AMERICA TURN GREEN WITH ENVY, SPIDEY'S WONDROUS WEB FLUID MAY EVEN BE FASHIONED INTO A MAKE-SHIFT ***SHIELD***--ASBESTOS-COATED YET!

NO, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS **NOT** THE STRONGEST CUT-UP IN MARVELDOM! EVEN **HE** MUST ADMIT THERE ARE THOSE WHO ARE **STRONGER!** BUT, REMEMBER, OUR BOY IS STILL A **YOUNGSTER!**

NO MATTER **WHO** YOU ARE, THERE'S ALWAYS SOMEONE STRONGER!

NO WONDER I'M RIDDLED WITH PHOBIAS AND DEEP-ROOTED HANG-UPS!

SAY "HELLO" TO SPIDEY'S
FAVORITE FOES!

THE GREEN GOBLIN

THE LOVABLE LIZARD

KRAVEN, THE HUNTER

DARLIN' DOC OCK

THE SINISTER SANDMAN

THE NEW VULTURE

EVER-LOVIN' ELECTRO

THE RAMPAGING RHINO

...AND WAIT'LL YOU SEE THE NEW ONES IN STORE FOR YOU AND SPIDEY IN THE MONTHS TO COME!

THEY'LL FLIP YOU OUTTA YOUR WEB, CHARLIE!

FINALLY... A VISIT TO

THIS IS THE *LIVING ROOM* (AS IF YOU COULDN'T TELL) OF THE APARTMENT PETE SHARES WITH HARRY OSBORN! IT'S NOT USUALLY THIS NEAT, BUT THEY TIDIED IT UP WHEN THEY HEARD WE WERE COMING!

THIS IS THE *DOOR* LEADING TO HARRY'S OWN BEDROOM... BUT IT'S NOT WHAT INTERESTS US MOST...

SO LET'S TAKE A PEEK AT *PETER'S ROOM*... 'CAUSE *THAT'S* THE SCENE WE MEAN...!

WE'RE NOT SURE, BUT WE SUSPECT THAT THIS IS WHERE THEY STORE THEIR EVER-GROWING COLLECTION OF *MARVEL COMICS!*

NO! NO! NO! THIS BRICK WALL ISN'T *REALLY* BROKEN! WE JUST DREW IT THIS WAY SO THAT YOU COULD SEE *OVER* IT!

WE SUGGEST THAT YOU *FILE* THIS EARTH-SHAKING DOUBLE-SPREAD IN A SAFE PLACE FOR FUTURE REFERENCE---

PETEY'S PAD!

UH OH! *HARRY'S* BACK FROM HIS DATE *EARLIER* THAN I EXPECTED!

I'D BETTER LOCK MY *CLOSET DOOR* AGAIN... BUT *FAST!*

SPIDEY'S SPARE COSTUMES

BATTERIES FOR FLASHLIGHT SPIDER SIGNAL

VITAL SPARE CARTRIDGES FOR WEB SHOOTER

WIDE-ANGLE AND SPECIAL CAMERA LENSES

WEB-FLUID CHEMICALS

HIGH-SPEED FILM FOR CAMERA

OKAY! HERE'S THE SENSES-SHATTERING SCOOP WE PROMISED YOU...THIS ENTIRE ISH WAS PASSIONATELY PENCILLED BY NONE OTHER THAN LOVABLE *LARRY LIEBER*, OUR BATTY BULLPEN'S BLUSHIN' BACK-UP MAN!

...AFTER ALL, YOU NEVER KNOW WHEN WE'LL FOLLOW ONE OF OUR YARNS WITH A SURPRISE *EXAM!*

WE WANNA TELL YOU *ONE YEAR IN ADVANCE*, THAT OUR 1968 SPIDEY SPECIAL WILL FEATURE THE LONG-AWAITED, MYSTERIOUS SAGA OF *PETER PARKER'S PARENTS!* IT'LL BE PENCILLED BY LARRUPIN' LARRY AND INKED BY OL' RING-A-DING HIMSELF! SEE YA THEN, PUSSYWILLOW!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

MARVEL COMICS GROUP

12¢ IND. | 53 OCT

LOOK WHO'S BACK!

DOC OCK!

'NUFF SAID!

THE AMAZING SPIDER-MAN!™

ENTER: DR. OCTOPUS

WELL, IT *FIGGERS!* I DID ALL THE WORK, AND *JOLLY JONAH* WRITES THE STORY AS IF *HE'S* THE HERO AND *I'M* THE HEAVY!

*IT HAPPENED LAST ISH, AS ALL BELIEVERS KNOW! --SMILEY

IT'S THINGS LIKE *THIS* THAT MAKE A FELLA WANT TO *CANCEL* HIS SUBSCRIPTION!

D B

SPIDER-MAN! GET *OUTTA* THERE, YOU WEB-SWINGING *WEASEL!*

J. JONAH JAMESON AND FRED FOSWELL HEROES IN CASE OF SPIDER-MAN AND THE KINGPIN! FOSWELL LOSES LIFE!

ALL MY EMPLOYEES ARE SO BUSY *GAWKIN'* AT YOU THAT THEY'RE NOT GETTING ANY *WORK* DONE!

DON'T JUST *DANGLE* THERE, YOU PHONY *FINK--*

SAY SOMETHING!!

WHEN YOU FINISH APPLAUDING, SEND YOUR THANK-YOU NOTES TO:

SMILIN' **STAN LEE** *and* *JAZZY* **JOHNNY ROMITA**

COME TO THINK OF IT, **MICKEY DEMEO** *EMBELLISHER, AND* **ARTIE SIMEK,** *LETTERER,* MIGHT LIKE TO HEAR FROM YOU, TOO!

DON'T GET YOUR **GUMS** IN AN UPROAR, MALLET-HEAD!

I WAS JUST READING YOUR COLUMN TO GET MY **LAUGH** FOR THE DAY!

WHERE DO YOU GET THE **NERVE** TO CALL YOUR RAG A **NEWSPAPER?**

ANYONE WHO PAYS A **DIME** FOR THAT SCANDAL SHEET OUGHTTA GET **ELEVEN CENTS CHANGE!**

YOU FOULED-UP **FREAK!!** I'LL SEE YOU BEHIND BARS **YET!!**

WHO'S BEEN **WRITING** YOUR STUFF THESE DAYS--THE **BROTHERS GRIMM?!!**

YEAH! WHEN I COME TO **VISIT** YOU--

--AT **FEEDING TIME--** IN THE **MONKEY HOUSE!**

-SHEEESH!!- ONE OF THESE DAYS THAT IRON-LUNGED IGNORAMUS IS GONNA PUSH ME **TOO FAR--** AND I'LL--I'LL--

AWW, **COOL** IT, WEBHEAD!

I'LL GRIN AND **BEAR** IT-- THE SAME AS **ALWAYS!** THERE'S NOTHING **ELSE** I CAN DO!

HE'S NOT **REALLY** AS BAD AS HE SEEMS!

--HE **COULDN'T** BE!

BONG!

-YEEOWP!-

I FORGOT WHERE I WAS **PERCHED!**

BUT THIS **REMINDS** ME--I'M DUE IN **CLASS** SOON!

LUCKY I'M CARRYING MY **CIVVIES** IN MY WEB-SLING!

THERE'S NO TIME TO GO HOME AND **CHANGE!**

SWIFT SECONDS LATER, A SOMEWHAT SPELLBINDING SWINGER SOARS ABOVE THE CAMPUS AT GOOD OL' E.S.U.--

I'M JUST IN *TIME* FOR--

SAY! THERE'S *GWEN* AND *FLASH* DOWN THERE!

WOW!! THIS IS OUR *LUCKY DAY!*

THERE'S *SPIDEY!!*

TELL ME TRUE, SOLDIER BOY-- ARE YOU *REALLY* SPIDER-MAN'S NUMBER ONE *FAN?*

YOU CAN SAY *THAT* AGAIN, GORGEOUS!

THAT MASKED MARVEL IS *ONE* JOE I'LL TAKE MY HAT OFF TO *ANY* DAY!

BUT HOW CAN YOU BE SURE HE MIGHTN'T BE SOMEONE YOU'D *DISLIKE*--BENEATH THAT *MASK* OF HIS?

NOT A *CHANCE,* DOLL-FACE!

HEY! LOOKS LIKE SOMETHING'S BUGGIN' *HARRY OSBORN--!*

HI! ANY-ONE SEEN *PETER PARKER?*

I'M GETTING *SICK* OF BEING HIS *SOCIAL SECRETARY!*

ALL I DO IS TAKE *MESSAGES* FOR HIM BECAUSE HE'S NEVER AROUND!

HE'LL NEVER CHANGE! *ONCE* AN ITCH, *ALWAYS* AN ITCH!

RIGHT, GWEN?

DON'T ASK *ME,* GENTS--

I'D RATHER *ITCH* THAN SWITCH!

AND, AS OUR PUZZLED PRIVATE TRIES TO FIGURE *THAT* ONE OUT--

THIS IS MY BEST BET!

THE GYM'S USUALLY *EMPTY* AT THIS HOUR!

NOW, IF I CAN JUST *CHANGE*-- WITHOUT BEING SPOTTED...!

I'M PROBABLY A FULL-TIME *IDIOT* FOR TAKING A *CHANCE* LIKE THIS, BUT--

UH OH!! FOOTSTEPS!! SOMEONE'S *COMING!*

WHEW! ANOTHER SECOND WOULD HAVE BEEN *TOO LATE!*

IT'S *PROFESSOR WARREN!*

I *THOUGHT* I HEARD SOMEONE IN THE GYM!

I WAS-- JUST TAKING-- A LITTLE *WORKOUT*, SIR--!

PARKER! IS THAT YOU?

EXIT

I NEVER REALIZED YOU WERE SO *AGILE*, SON!

BETTER TUCK IN YOUR *UNDER-SHIRT*, THOUGH!

HUH? *OH!* YES SIR --I--I *WILL!*

WOW! LUCKY HE'S SO *NEAR-SIGHTED*-- HE DIDN'T SEE THE *WEB PATTERN!*

BUT DON'T *PANIC*, MY BOY!

NO ONE'S BEEN EXPELLED *YET* FOR A PRO-TRUDING UNDERSHIRT!

BY THE WAY, PARKER--I HAVE TWO EXTRA *TICKETS* TO TONIGHT'S *SCIENCE EXPOSITION!*

SO, IF YOU--AND A FRIEND-- WOULD LIKE TO BE MY *GUEST?*

THAT'S *GREAT*, PROFESSOR! I'VE BEEN *WANTING* TO GO!

GOOD! I'LL GIVE YOU A *LIFT*-- AFTER CLASS!

WHAT A *RELIEF!* HE DOESN'T SUSPECT A *THING!*

SAY! AREN'T *YOU* THE ONE WHO PICKED A PECK OF PICKLED PEPPERS?

GWEN!! JUST THE ONE I'M *LOOKING* FOR!

ARE YOU DOING ANY-THING *SPECIAL* TONIGHT, PRETTY GIRL?

EVERYTHING I DO IS SPECIAL, MR. PARKER!

WHAT I *MEANT* WAS-- OH, THERE'S *HARRY!*

HI, ROOMMATE! HOW'S IT GOIN'?

HELLO, PETE!

FLASH SAID HE'LL LOOK FOR YOU AFTER CLASS, GWEN!

WHAT'S WITH *HIM?* WHY THE BIG *FREEZE?*

YOUR UNEXPLAINED *COMINGS AND GOINGS* SEEM TO BE SHAKING HIM UP, LADDIE!

BUT GREEDY GWENDOLYNE IS MORE INTERESTED IN WHAT YOU HAD IN MIND FOR *TONIGHT!*

IT'S THE *SCIENCE EXPO!* MAYBE IT'S NOT YOUR CUP OF TEA, BUT--

SILLY BOY! I THOUGHT YOU'D *NEVER* ASK!

IN CASE YOU'VE FORGOTTON, YOUR LITTLE BLONDE BUDDY IS A SCI MAJOR, *TOO!*

SOME TIME LATER, AFTER CLASS--

YOU'RE BRINGING *MISS STACY?*

I CERTAINLY ADMIRE YOUR *CHOICE,* PARKER!

NO TIME FOR YOU TO *CHANGE!* I'LL GET THE CAR--MEET YOU OUT FRONT!

HI, GORGEOUS! I *KNEW* YOU WOULDN'T KEEP OL' *FLASHEROO* WAITING!

HOW ABOUT A *RAIN CHECK,* GENERAL? I'VE A DATE WITH *PETE* TONIGHT!

'SPECIALLY WHEN WE'RE GONNA KNOCK 'EM DEAD AT THE *DISKO!*

GREAT LITTLE *KIDDER,* THAT CHICK!

SHE'S NOT *KIDDING!*

LISTEN, *CIVILIAN*--ARE YOU TRYIN' TO BEAT MY TIME WITH *GWEN?*

YOU NEVER *HAD* ANY TIME TO *BEAT!*

AND WHAT'S WITH THE *CIVILIAN* BIT? WHAT WERE *YOU* BEFORE THE DRAFT?!!

AT EASE, MEN! LET'S ALL MEET LATER AT THE *COFFEE BEAN,* AND PUFF A PURPLE *PEACE PIPE!*

OKAY--BUT ONE OF THESE DAYS THAT LOUDMOUTH'LL PICK ON THE *WRONG* GUY--!

YEAH--AND THAT'S WHEN I'LL *FLATTEN* YOU, PARKER --'CAUSE YOU WERE *BORN* THE WRONG GUY!

SPIDEY'S BIGGEST FAN! OH, *BRO*-THER!

LET'S *GO,* GWEN! THE PROF IS WAITING!

I NEVER COULD UNDERSTAND WHY HE *BUGGED* YOU, FLASH--BUT NOW--!

I CAN'T *EXPLAIN* IT, BUT HE ACTS LIKE HE'S IN HIS OWN PRIVATE *WORLD*--AND EVERY-ONE ELSE BETTER KEEP *OUT!*

AW, HE'S OKAY, HARRY!

WHAT?!!

SURE! NOTHING WRONG WITH HIM THAT A GOOD LEFT TO THE *LABONZA* COULDN'T CURE!

MINUTES LATER, IN PROFESSOR WARREN'S CAR--

I WONDER WHAT THEY'RE *FEATURING* AT THE SCIENCE EXHIBIT TODAY?

ACCORDING TO THE *PAPER*, IT'S A NEW TYPE OF *MISSILE DEFENSE*-- CALLED A *NULLIFIER!*

EXACTLY! AND, DO YOU KNOW HOW IT *WORKS?*

I IMAGINE IT NULLIFIES THE *HOMING DEVICES* OF ENEMY MISSILES!

YOU IMAGINE *RIGHT*, YOUNG LADY!

TODAY, THERE'LL BE A DEMONSTRATION OF THE NULLIFIER'S *STABILIZER CONTROL!*

SOMEHOW, IT ALL SEEMS LIKE THE START OF A *JAMES BOND* MOVIE--!

FOR MAXIMUM *SECURITY*, THE TWO *PARTS* OF THE STABILIZER WILL BE DELIVERED *SEPARATELY!*

IT SURE *DOES!*

BUT, THE *MOST* EXCITING PART IS JUST BEING WITH *GWEN!*

HOW CAN ANY-ONE SO *BEAUTIFUL* ALSO BE SO--*UH OH!!*

SOMETHING'S *WRONG!* MY *SPIDER SENSE* IS STARTING TO *TINGLE!*

PETE! YOU LOOK SO *STRANGE!* DO YOU--*FEEL* ALL RIGHT? PETE--?

WE'D BETTER SEE ABOUT FINDING OUR *SEATS!*

IT LOOKS AS THOUGH THE *DEMONSTRATION* IS ABOUT TO *BEGIN!*

I'M SURE YOU'LL SEE A *PRACTICAL* APPLICATION OF THE MANY SEEMINGLY UNRELATED *THEORIES* WE'VE BEEN DISCUSSING IN CLASS!

IT'S TINGLING MORE THAN *EVER* NOW!

BUT *HOW? WHY?* I DON'T SEE ANY-THING *HAPPENING!*--AND THERE ARE *GUARDS* ALL OVER THE PLACE!

HUH? OH--SURE--I FEEL *FINE!* I JUST THOUGHT-- I *RECOGNIZED* SOMEONE, GWEN!

FROM THE *LOOK* ON YOUR FACE--HE MUST HAVE BEEN A *GHOST!*

LET'S BE SEATED--!

THERE *MUST* BE SOME DANGER TO THE *NULLIFIER!* BUT--I JUST *CAN'T* SLIP AWAY AND BECOME *SPIDER-MAN!*

NOT WITHOUT AROUS-ING TOO MANY *SUSPICIONS!!*

LADIES AND GENTLE-MEN--WITH *BOTH* PARTS OF THE STABILIZER SAFELY ON THIS PLATFORM, I SHALL *JOIN* THEM TOGETHER SO THAT OUR *DEMON-STRATION* CAN BEGIN--!

OBVIOUSLY, WE HAVE TAKEN EVERY PRECAUTION FOR *MAXIMUM SECURITY* WITH THIS VITAL DEVICE!

TO BEGIN OUR DEMONSTRATION, WE NOW PROJECT A SIMULATED *MISSILE ATTACK* UPON THE SCREEN BEHIND ME!

THIS IS THE *FIRST TIME* THESE DEFENSE DEPARTMENT FILMS HAVE BEEN *DECLASSI-FIED* FOR PUBLIC VIEWING!

AND IT WILL BE THE *LAST* TIME!

WHAT?!! WHO *SAID* THAT??!

I DID! *I,* THE ONLY ONE ON EARTH *POWERFUL* ENOUGH TO SEIZE YOUR NULLIFIER--DESPITE *ANYTHING* YOU CAN DO!

THAT *VOICE!* IT CAN BELONG TO--ONLY *ONE* MAN--!

STAND ASIDE, YOU HELPLESS, BUMBLING *FOOLS!*

I WAS *RIGHT!* IT'S *HIM!* HE'S AFTER OUR GREATEST *WEAPON!*

NO ONE CAN STEM THE MATCHLESS ATTACK OF-- *DOCTOR OCTOPUS!!*

GUARDS! GUARDS!! STOP HIM! *FIRE--* BEFORE IT'S *TOO LATE!*

WE *CAN'T* SHOOT! TOO MANY INNOCENT *PEOPLE* CLUSTERED AROUND! GET THE *TEAR GAS--!!*

HIS *MECHANICAL ARMS*--MOVE AS THOUGH-- THEY'RE A LIVING *PART* OF HIM--

HE'LL NEVER GET *AWAY* WITH IT! HE'S *MAD* TO EVEN THINK HE-- *UNGHHH!*

GWEN! YOU AND PETER FOLLOW ME!

WE'VE GOT TO GET OUT!

PETER? I-I THOUGHT HE WAS WITH YOU!

I'VE GOT TO SLIP AWAY--AND CHANGE TO SPIDER-MAN!

RUN, YOU HELPLESS WEAKLINGS --RUN!!

I CAN ALWAYS SAY WE JUST GOT SEPARATED IN THE CONFUSION!

MEN

RUN! THEY'RE USING TEAR GAS!

HE'S GOT THE NULLIFIER!!

THIS'LL STOP 'IM!

÷UNHH!÷ LOOK OUT FOR THOSE METAL ARMS OF HIS!

YOU THINK SOME MERE BURSTS OF TEAR GAS CAN STOP THE MOST DANGEROUS MAN ALIVE?!!

DON'T LET 'IM BLUFF YOU, BOYS!!

HE'S NOT WEARIN' A GAS MASK! AS LONG AS HE BREATHES--WE'VE GOT 'IM!

DR. OCTOPUS NEEDS NO GAS MASK!

MY ALL-PURPOSE ARMS CAN DO ANY-THING--!!

JUST WATCH!

LOOK OUT! HE'S WHIRLING THOSE TENTACLES AROUND--FASTER 'N FASTER--!

MP

HAH! WHAT GOOD IS TEAR GAS WHEN I CAN INSTANTLY BLOW IT AWAY--

--BY MERELY SPINNING MY METAL ARMS AROUND ME-- LIKE FOUR UNSTOPPABLE, LIVING PROPELLORS!

SO GREAT IS THE AIR PRESSURE, THAT IT EVEN SCATTERS MY ERSTWHILE ENEMIES-- TOPPLING THEM CLUMSILY TO THE FLOOR!

AND NOW THAT YOU ARE ALL AT THE TENDER MERCY OF THE WORLD'S MOST UNBEATABLE HUMAN--!

YOU'RE LYING IN YOUR TEETH, GRAPE-FRUIT HEAD!!

I BEAT YOU BEFORE-- AND I CAN DO IT AGAIN--!

IT'S ONLY ME, DOC-- YOUR FRIENDLY NEIGHBOR-HOOD SPIDER-MAN!

I'LL TRY TO ENTERTAIN YOU WHILE OUR UNIFORMED FRIENDS TAKE A BREATHER--!

YOU!

WHERE DID YOU COME FROM? HOW DID YOU GET HERE?

THAT WOULD BE *TELLING*, PIE-FACE!!

LET'S JUST SAY YOUR *FAIRY GODMOTHER* THOUGHT YOU'D BE LONELY--

SO SHE *CONJURED* ME UP!

SAY! DON'T YOU HAVE SENSE ENOUGH TO STAY *DOWN* WHEN I *WHUMP* YOU??

OH! I GET IT--!

YOU'RE *BRACING* YOURSELF WITH TWO OF YOUR NUTTY *TENTACLES*, EH?

PRETTY *CLEVER!*

EVEN CLEVERER THAN YOU *THINK*, YOU CLICHÉ-RIDDEN *CLOWN!*

NOTE THAT I DON'T EVEN HAVE TO DROP THE *NULLIFIER* IN ORDER TO FINISH YOU OFF!

HEY! HOLD IT, DOC!

NO FAIR RAISING YOURSELF UP TO *MY* HEIGHT!!

HAVE YOU FORGOTTEN SO *SOON* THAT MY HYDRAULICALLY-OPERATED *ARMS* CAN TRANSPORT ME *ANY-WHERE?!!*

AND, ONCE I GET WITHIN *STRIKING* DISTANCE--

THEY CAN *BRUSH* YOU FROM THE CEILING AS EFFORTLESSLY AS THEY'D CLEAR THE ROOM OF *ANY* ANNOYING INSECT!

BUT, *THIS* TIME I WILL NOT *ALLOW* YOU TO ESCAPE *ALIVE--!*

SO! YOU SAVED YOURSELF BY CLINGING TO THE OUTSIDE WALL, DID YOU?

HAH--BUT NOT FOR LONG!!

NOW THAT I HAVE NO FURTHER USE FOR CONCEAL-MENT, I CAN DISPOSE OF MY CLOAK--!

--JUST AS I INTEND TO DISPOSE OF-- YOU!

AND, WITH THE AID OF MY FOUR EXTRA ARMS--

--I WILL REACH YOU LONG BEFORE YOU CAN MAKE IT TO THE GROUND!

BOY! I NEVER HEARD ANYONE YAK SO MUCH!

HOW DO YOU INTEND TO BEAT ME-- BY TALKING ME TO DEATH??

ANYWAY, IN CASE I FORGOT TO TELL YOU--

I'M NOT HEADING FOR THE GROUND--!

BUT YOU ARE, SONNY!

I WAS JUST WAITING-- TILL YOU GOT WITHIN REACH!

AND NOW-- AWAAAAAAY WE GO--!!

YOU STILL DON'T REALIZE THAT I HOLD ALL THE ACES?!!

MEANWHILE, AMONG THE MANY SPELLBOUND SPECTATORS ON THE GROUND, WE FIND--

THERE'S NO SIGN OF PETER ANY-WHERE!!

I DON'T UNDER-STAND IT!

WHAT COULD HAVE HAPPENED TO HIM?

I CAN'T HELP FEELING THAT HE'S IN SOME SORT OF DANGER!

TALK ABOUT FEMALE INTUITION! GORGEOUS GWEN JUST COULDN'T BE RIGHTER!

HEADS UP, DOC!

YOU FIGURED YOU'D HAVE THE ADVANTAGE HERE ON THE ROOF-- 'CAUSE YOU COULD STAND ON YOUR FEET, AND USE ALL FOUR ARMS FOR FIGHTING, EH?

WELL, YOU CAN'T HIT WHAT YOU CAN'T SEE--

--AND YOU WON'T SEE ME WHILE YOUR GOGGLES ARE COVERED WITH WEB FLUID!

YOU'RE TRULY CLEVER, SPIDER-MAN!!

BUT NOT CLEVER ENOUGH!

EVEN WITH MY VISION OBSCURED, MY ARMS WILL BRING ME VICTORY!

THE NULLIFIER!! YOU'RE DANGLING IT OVER THE STREET BELOW!

IF I DROP IT--DOZENS WILL BE CRUSHED!

SO YOU CAN'T EVEN FOLLOW UP YOUR SMALL VICTORY!

NOT WHILE INNOCENT PEOPLE NEED YOUR PROTECTION!

HE'S RIGHT! I CAN'T LET THAT FALL!

NOR CAN I RUN OFF-- WITHOUT PLANTING MY SPIDEY TRACER!

KLICK!

HE MEANT IT! THAT MADMAN LET IT GO!

--AND THE STREET IS PACKED WITH ONLOOKERS DIRECTLY BELOW US!

NO CHANCE TO *REACH* IT--BUT--

IF I CAN *SNARE* IT WITH MY *WEBBING* IN TIME--!!

GOT IT!

WHILE, ON THE ROOFTOP ABOVE--

IT'S *NO USE!* CAN'T GET THE FLUID *OFF!*

IT'S STUCK TOO *TIGHT!*

BUT, I CAN'T *REMAIN* HERE LIKE THIS-- I'M TOO *VULNERABLE* WITH MY *VISION* CLOUDED!

IF I USE MY TENTACLES AS *FEELERS*--

--I CAN *STILL* MAKE MY WAY TO SAFETY--

--SO LONG AS I KEEP MY SENSE OF *DIRECTION!*

AND, AS THE MULTI-ARMED MENACE FEELS HIS WAY INTO THE ALL-CONCEALING SHADOWS OF NIGHT--

HEADS UP, GANG!

SEE IF YOU CAN *HANG ONTO* THIS GIZMO FROM NOW ON!

YOU DON'T FIND VALUABLE *NULLIFIERS* ON EVERY *STREET CORNER!*

WELL, THAT'S THAT! NOW, IF DOC-- *HEY!*

HE'S *GONE!* HE MANAGED TO CUT OUT-- EVEN WITH HIS EYES COVERED WITH *WEB FLUID!*

BUT I CAN ALWAYS TRACK HIM DOWN--SO LONG AS MY LITTLE *SPIDEY TRACER* HANGS IN THERE!

RIGHT *NOW,* I'D BETTER *CHANGE* AGAIN AND CUT BACK TO GWEN AND THE PROF!

I'M GONNA HAVE ME SOME TALL *EXPLAINING* TO DO--AS USUAL!

SINCE MODESTY IMPELS US TO TURN AWAY WHILE SPIDEY CHANGES CLOTHES ONCE MORE, LET'S RETURN TO THE FIENDISHLY FLEEING **DOC OCK--**

I'M LUCKY MY HIDDEN **LAB** ISN'T FAR FROM HERE!

I SHOULD BE **REACH-ING** IT BEFORE LONG!

AFTER THE THINGS I'VE **ESCAPED** FROM IN THE PAST, THIS **WEB FLUID** WON'T STOP ME **NOW!**

"I REMEMBER THE **LAST** TIME I BATTLED SPIDER-MAN! IT SEEMED THAT WE WERE **BOTH** DESTINED FOR A **WATERY GRAVE--!**"*

*BE SUSPICIOUS! CHECK FOR YOURSELF IN YOUR NOW-PRICE-LESS COPY OF **SPIDEY #33!** --SENTENTIOUS STAN.

"BUT, I HAD UNDER-ESTIMATED HIS **STRENGTH**-- THE STRENGTH WHICH **SAVED** HIM--!"

"JUST AS MY OWN HYDRAULIC-POWERED **ARMS** SAVED **ME**--BY RAISING ME UP TO AN **AIR POCKET**--"

"--ALLOWING ME PRECIOUS TIME TO GRAPPLE FOR AN **OXYGEN TANK**, WHICH HAD BEEN PART OF MY BASIC EQUIPMENT--"

"--AND, ENABLING ME TO MAKE MY WAY INTO THE SAME **TUNNEL** AS THE ONE WHICH **SPIDER-MAN** HAD ESCAPED THRU, JUST SECONDS EARLIER!"

"I STILL REMEMBER MY UNCONTROLLABLE *RAGE* AT LEARNING THAT MY MOST HATED *ENEMY* HAD ALSO ESCAPED--!"

ALL MY MONTHS OF *PLANNING*-- OF *STRUGGLING*-- *DESTROYED*! --BECAUSE OF *SPIDER-MAN*!!

JUST WHEN *VICTORY* WAS WITHIN MY GRASP--JUST WHEN THE *GREATEST CRIME OF ALL TIME* WAS ABOUT TO BE EXECUTED --HE TURNED MY *TRIUMPH* INTO A TOTAL *DISASTER*!

BUT, HE'LL *PAY* FOR IT! NO MATTER HOW LONG IT TAKES --HE'LL *PAY*--WITH HIS *LIFE*!

SELLING THE *NULLIFIER* TO A HOSTILE NATION WOULD HAVE GIVEN ME ENOUGH *MONEY* TO BUILD AN *EMPIRE OF CRIME* EVEN GREATER THAN BEFORE!

BUT, ONCE *AGAIN* THE MASKED WALL-CRAWLER HAS SHATTERED MY PLAN TO *ASHES*!!

AHHH! AT *LAST*! THE WEB FLUID IS BEGIN-NING TO *DISSOLVE*!

I *KNEW* IT WOULDN'T BE ABLE TO ADHERE TO MY GLASSES FOR-- *WAIT*!! WHAT'S *THAT*?

SOMETHING WAS STUCK TO MY *BACK*! MY MOVING *TENTACLES* BRUSHED IT OFF!

THIK!

IT'S SOME SORT OF *MINIATURE TRANSMITTER* --IN THE SHAPE OF A *SPIDER*!!

IT CAN ONLY MEAN *ONE THING*--HE PLANTED A *TRACER* ON ME--SO THAT HE COULD TRACK ME *DOWN*!

BUT--THERE STILL MAY BE TIME FOR ME TO *TURN THE TABLES*!!

AND, SPEAKING OF TABLE-TURNING, WHO'D EVER SUSPECT THAT THE WEARY-LOOKING YOUTH APPROACH-ING PROFESSOR WARREN HAD BEEN THE WORLD'S MOST FAMOUS *WEB-SLINGER* JUST SECONDS BEFORE--?

IF WE DON'T FIND PETER *SOON*, PERHAPS WE SHOULD--

IT'S *ALL RIGHT*, GWEN! I *SEE* HIM! HE'S COMING THIS WAY *NOW*!

OKAY, PARKER-- LET'S *GO*! IT'S TIME TO GIVE ANOTHER ACADAMY-AWARD-WINNING *PERFORMANCE*!

I'LL MAKE UP THE *SCRIPT* AS I GO ALONG--!

AS SOON AS I SAW WHAT WAS *HAPPENING*, I RAN OUT TO FIND A *CAMERA*!

IF ONLY I COULD HAVE *FOUND* ONE, I'D HAVE BEEN ABLE TO--*HEY*!

IT DOESN'T MATTER *WHERE* YOU WERE, PETE-- AS LONG AS YOU'RE *BACK*!

WE'D BETTER BE *LEAVING* NOW!

I NEVER REALIZED YOU WERE SO *HABIT-FORMING*, MAN-CHILD-- LIKE BEING HOOKED ON *PISTACHIO NUTS*!

YOU'RE MAKING ME FEEL TOO *OLD*!

SHE'S THE ONLY GIRL--WHO'S NEVER ASKED ME--FOR ANY *EXPLANATIONS!*

IT'S A SHAME YOU MISSED *SPIDER-MAN,* PETE! HE WAS SIMPLY *WONDERFUL!*

IF ONLY HIS *IDENTITY* COULD BE EXPOSED! WHAT A *SUBJECT* HE'D BE--FOR A PSYCHOLOGICAL *STUDY!*

IMAGINE LEARNING WHAT *MOTIVATES* SUCH A MAN! IS IT *ALTRUISM*--OR DEEP-ROOTED *SCHIZOPHRENIA?*

I'LL BET HE'S EVEN AN ENIGMA TO *HIMSELF!*

MINUTES LATER--

CARE TO *JOIN* US FOR SOME COFFEE, SIR?

THANKS, BUT I'D BETTER BE GETTING BACK!

WE'LL TRY TO KEEP THE FAITH *WITHOUT* YOU, DR. WARREN!

THE ENTIRE SCIENTIFIC COMMUNITY MAY *TOPPLE* IF I DON'T GRADE SOME TERM PAPERS TONIGHT!

THE Coffee Bean

abandon hope all ye who enter here.

HE'S ABOUT THE GREATEST *PROF* THAT EVER --OH, *LOOK!*

THE PARKER *FAN CLUB* IS NOW IN SESSION!

LIKE *HI,* LITTLE ONES! THERE'S JUST ROOM FOR TWO MORE SOUL-MATES!

SAY, GORGEOUS! YOU STILL WITH *PUNY PARKER?*

HOW ABOUT *LEVELLIN'* DIDJA LOSE A *BET* OR SOMETHING?

FACE IT, FRIENDS! YOU'VE GOT *YOUR* GURU--I'VE GOT *MINE!*

WHAT'S *HARRY* SO STONY-FACED ABOUT?

I ONLY *LOANED* HIM TO YOU, LADY!

IS HE *JEALOUS* --OF *GWEN* AND ME?

PETER DEAR! I *THOUGHT* I SAW YOU WALK IN HERE!

AUNT MAY! AND *MRS. WATSON!*

THEY'RE ALL *SMILES!* SOMETHING MUST BE *UP!*

MAY COULDN'T *WAIT* TO TELL YOU THE *NEWS--!*

WE JUST PLACED AN *AD* IN TODAY'S NEWSPAPER!

AN *AD??*

WE THOUGHT OF THE MOST *DELIGHTFUL* WAY TO MAKE SOME EXTRA *PIN MONEY!*

SINCE ANNA HAS AN EXTRA *ROOM* IN HER HOUSE--WE'RE GOING TO TAKE IN A *BOARDER!*

Room for rent. Comfortably furnished. Light, and pleasant. Suitable for retired lady or gentleman. Call after 5 P.M. Weekdays.

Beautiful room for young lady. All

IT'S A *GREAT* IDEA, AUNT MAY--

BUT BE *CAREFUL* WHOM YOU ACCEPT, HEAR?

YOU KNOW HOW *CAUTIOUS* WE ARE, PETER!

WE'LL INSIST ON THE VERY *FINEST* REFERENCES!

I WONDER IF *CONRAD HILTON* STARTED THIS WAY!

FROM WHERE *I* SIT, IT SOUNDS REAL GROOVY!

THIS IS MY CHANCE TO **CUT OUT** NOW, AND GET BACK TO THE TRAIL OF **DOC OCK!**

SEE YOU **LATER,** GROUP! I'LL MAKE SURE NO ONE **FLIRTS** WITH THESE TWO PUSSYWILLOWS ON THEIR WAY HOME!

NO SKIN OFF **MY** NOSE! NOW WE DON'T HAVE ONE FELLA TOO **MANY!**

AW, **ONE** TIGER'S AS GOOD AS **ANOTHER,** SO LONG AS HE'S A REAL LIVE **MALE!**

EVEN WHEN NO ONE'S **AROUND,** HE'S ONE FELLA TOO MANY!

METHINKS THE LADY DOTH **PROTEST** TOO MUCH!

BUT, BEFORE OUR LITTLE SAGA TURNS INTO A SWINGIN' **SOAP OPERA,** LET'S SEE WHAT'S SHAKIN' IN THE DIABOLICAL DIGS OF DASTARDLY **DOC OCK--**

FORTUNATELY, I WAS ONE OF THE WORLD'S MOST COMPETENT **ATOMIC SCIENTISTS** BEFORE I TURNED MY TITANIC TALENTS TO THE CAUSE OF TOTAL **VILLAINY!**

THUS IT IS MERE **CHILD'S PLAY** FOR ME TO FIND A WAY TO EMPLOY SPIDER-MAN'S ELECTRONIC TRACER **AGAINST** HIM!

ALL I NEED DO IS CONSTRUCT A MAKESHIFT **REPLICA** OF MYSELF--SETTING IT IN FRONT OF A DUMMY **CONTROL PANEL--!**

THE SHEER **SIMPLICITY** OF THIS TRAP WILL MAKE IT VIRTUALLY **ESCAPE-PROOF!!**

THERE! EVERYTHING IS READY--AND WAITING-- FOR THE ARRIVAL OF MY **DOOMED** ARCH-FOE!

THERE CAN BE NO DOUBT THAT HE **WILL** ARRIVE!!

SINCE I HAVE TAKEN THE PRECAUTION OF PLACING HIS OWN **SPIDER TRACER** EXACTLY WHERE I **WANT** IT!

AND, BEFORE THE NIGHT GETS VERY MUCH OLDER--

AUNT MAY AND MRS. WATSON ARE SAFELY BACK AT HOME--AND THEY GAVE ME THE PERFECT **EXCUSE** TO DUCK OUT OF THE **COFFEE BEAN--**

SO NOW I'M FREE AS A **BIRD** TO TAKE OFF AFTER THAT MULTI-ARMED **MISFIT!!**

I'VE JUST GOTTA PICK UP MY **TRACER SIGNAL,** AND THEN-- **ZOWEEE!**

I'LL JUST CRISS-CROSS THE CITY FOR A WHILE UNTIL I-- =UH-OH!=

I'M BEGINNING TO SENSE SOMETHING *ALREADY!*

THERE'S NO *MISTAKING* IT--!

THE IMPULSES ARE COMING FROM THAT *WATERFRONT SHACK!*

I'LL CRASH RIGHT *IN*, AND-- *NO!*

NOW MY *SPIDEY-SENSE* IS TINGLING!!

IT'S *WARN-ING* ME OF SOMETHING!

THE *CLOSER* I GET, THE MORE IT *TINGLES!*

IT CAN ONLY MEAN-- A *TRAP!*

I'D BETTER SEE WHAT'S *SWINGIN'* IN THERE BEFORE I FUMBLE THE BALL!

WELL, WELL-- WADDAYA *KNOW?!!*

IT DOESN'T *LOOK* LIKE A TRAP--

BUT MY *SPIDEY-SENSE* STILL WON'T *BUY* IT!

THERE'S MY LITTLE *TRACER BUG*-- BEEPING ME LOUD AND CLEAR!

HEY--*WAIT* A MINUTE! HOW DID IT GET ONTO THAT *CHAIR?*

THAT LITTLE GIZMO HASN'T YET LEARNED TO *CRAWL!*

IT CAN'T DO ANY HARM TO TAKE A FEW *PRECAUTIONS--!*

I'LL USE A SIMPLE *WEB BALL* AS A MAKESHIFT *MINE DETECTOR--!*

AS SOON AS I LET 'ER *GO,* I'LL DIVE FOR *COVER* AND SEE WHAT *HAPPENS!*

IT'S MIGHTY *SUSPICIOUS* THAT THE DOC HASN'T EVEN *MOVED A MUSCLE* YET!

GERONIMO!

SPECIAL NOTE FOR DO-IT-YOURSELF BUFFS: WE'VE GENEROUSLY LEFT ENOUGH SPACE FOR YOU TO ADD YOUR OWN IMPASSIONED ***SOUND EFFECT!*** A RESOUNDING ***PTWEEOW*** OR A ROLLICKING ***BTOOOMM*** MIGHT WELL FILL THE BILL! --*STEREOPHONIC STAN.*

MEANWHILE, WITHIN THE SAFETY OF HIS *REAL* HIDEOUT, DOC OCK FIENDISHLY GLOATS--ALBEIT *PREMATURELY--!*

I'VE DONE IT AT *LAST!*

I'VE DESTROYED *SPIDER-MAN* --FINALLY--BEYOND ANY *DOUBT!*

BUT NOW, I'VE GOT TO FIND A *SAFER* HIDING PLACE!

AFTER MY ABORTIVE ATTEMPT TO STEAL THE *NULLIFIER*, EVERY FEDERAL AGENT IN THE *COUNTRY* WILL BE SEARCHING FOR ME!

THUS, I MUST FIND A PLACE OF *SANCTUARY* --SO INNOCENT-APPEARING--SO MUCH *ABOVE SUSPICION*-- THAT NO ONE WOULD EVER *THINK* THAT *DOCTOR OCTOPUS* MIGHT BE HIDDEN THERE!

HAVING FINALLY *DESTROYED* MY GREATEST ENEMY, I CAN *AFFORD* TO LIE LOW--AND BIDE MY TIME!

BUT *WE* KNOW DIFFERENTLY, DON'T WE, WEB-SPINNERS?

IF NOT FOR MY *SPIDER SENSE*, I'D BE *KAPUT* BY NOW!

JUST LIKE THAT SPOOKY SIX-ARMED *KILLER* WILL BE--ONCE I CATCH *UP* WITH HIM!

WHERE-EVER HE IS--

SOONER OR LATER-- I'LL *FIND* HIM!

AND, FIND HIM SPIDEY *WILL*-- BUT NOT THE WAY HE *EXPECTS--!!*

ROOM FOR RENT

CLASSIFIED

NEXT ISSUE!

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. 54 NOV

"THE TENTACLES AND THE TRAP!"

THE AMAZING SPIDER-MAN!

"The TENTACLES And THE TRAP!"

OF COURSE I REMEMBER YOU! YOU'RE THAT KINDLY DR. OCTOPUS WHOM I VISITED IN 1964 WITH MISS BETTY BRANT!*

NOW THAT I REALIZE YOU ARE TO BE THE LANDLADY, DEAR MRS. PARKER, I WILL ACCEPT THE ROOM SIGHT UNSEEN!

AND TO THINK IT'S YOU WHO ARE ANSWERING OUR AD FOR A BOARDER!

WHAT A SMALL WORLD!

EXPLA-NATION '67:

FOILED BY SPIDER-MAN IN HIS PLOT TO STEAL AMERICA'S GREATEST NEW WEAPON...THE NULLIFIER.. DOC OCK STRUCK BACK LAST ISH, AND MISTAKENLY THINKS HE HAS KILLED OUR WONDROUS WEB-SLINGER...ALTHOUGH WE KNOW DIFFERENTLY, DON'T WE?

ANYWAY, THE MULTI-ARMED MENACE NOW NEEDS A SAFE PLACE TO LIE LOW.. AND WHAT BETTER HIDEOUT CAN THERE BE THAN A SIMPLE ROOM IN THE SIMPLE HOME WHICH OUR HERO'S AUNT MAY SHARES..SIMPLY.. WITH ANNA WATSON?

BROUGHT TO YOU AT ITS FULL FLAVOR PEAK BY:
STAN (THE MAN) LEE and JOHN (RING-A-DING) ROMITA

EMBELLISHED BY: MICKEY DEMEO
LETTERED BY: SAM ROSEN

*WHO SAYS WE DON'T REMEMBER THE SPIDEY ANNUAL #1? -- SMUG STAN.

AND NOW, LET'S SEE HOW MUCH SWINGIN' SUSPENSE YOU CAN HANDLE...

OH! I JUST REMEMBERED!

DIDN'T I *HEAR* SOMETHING... ABOUT YOU BEING *WANTED*... BY THE *POLICE*?

OH, HEAVENS *NO*, MADAM!

THAT WAS JUST A *MISTAKE*!

THE *NEWSPAPERS* GOT THE STORY ALL *MIXED UP*, AS THEY SO OFTEN *DO*!

AS A DEDICATED *SCIENTIST*, I WAS MERELY SEEKING TO *PREVENT* A ROBBERY!

SPIDER-MAN WAS THE CULPRIT...*I* WAS TRYING TO *STOP* HIM FROM STEALING THE *NULLIFIER*!

OF *COURSE* HOW PERFECTLY *SILLY* OF ME! I SHOULD HAVE *KNOWN*!

TO THINK YOU'D RISK YOUR OWN *LIFE* TRYING TO SAVE US ALL FROM THAT DREADFUL *SPIDER-MAN*!

HONESTLY! IT'S SO GOOD TO LEARN THAT *GALLANTRY* STILL EXISTS IN THIS CALLOUS WORLD!

DO COME IN, DEAR *DR. OCTOPUS*! THE ROOM IS *YOURS* IF YOU WANT IT!

MRS. WATSON, WITH WHOM I LIVE, IS AWAY ON A TRIP...

I'M DEEPLY *TOUCHED* BY YOUR KINDNESS, DEAR LADY!

BUT I JUST *KNOW* SHE'LL WELCOME YOU AS MUCH AS *I* DO!

THIS IS *PERFECT*! THEY'LL *NEVER* FIND ME *HERE*!

MEANWHILE, EVEN AS ONE OF THE WORLD'S MOST DEADLY *ARCH-VILLAINS* FINDS SANCTUARY UNDER THE ROOF OF SPIDEY'S UNWITTING *AUNT*...

I'VE COVERED THE WHOLE *CITY*...

CAN'T FIND A *TRACE* OF HIM!

STILL, HE *MUST* BE HERE *SOMEWHERE* --BUT *WHERE*?

MY *SPIDEY SENSE* HASN'T EVEN *TINGLED* YET!

WHEREVER HE *IS*... I GUESS HE'S *SAFE* FOR NOW!

SO I MIGHT AS WELL HEAD *HOME* AND GRAB SOME *SHUT-EYE!*

I'M GETTING TO BE A MIGHTY *WEARY* LITTLE WEB-SWINGER!

THEN, AFTER A SPEEDY *COSTUME CHANGE*..

OCK IS *BOUND* TO SHOW HIM-SELF SOONER OR LATER!

HMMM... *HARRY* MUST BE OUT ON A *DATE!*

GUESS I'LL PHONE *AUNT MAY* AND SEE HOW SHE'S FEELING!

AND SO, SECONDS LATER---

OH..THE *PHONE!* IT MUST BE MY *NEPHEW!*

I'LL GIVE YOU YOUR FIRST MONTH'S RENT IN *ADVANCE*, DEAR LADY!

THAT SHOULD KEEP HER OUT OF MY HAIR UNTIL MY *PLANS* ARE COMPLETE!

YOU JUST MAKE YOURSELF *COMFORTABLE*, DOCTOR---

AND IF THERE'S ANYTHING YOU *WANT*, JUST *CALL!*

THANK YOU, MRS. PARKER!

I'M SURE EVERY-THING WILL WORK OUT *FINE!*

PETER, DEAR! HOW NICE TO *HEAR* FROM YOU!

IT'S A GOOD THING SHE'S SO *UNSUSPECTING!*

BECAUSE, IF SHE EVER GUESSED WHAT'S IN *STORE*..!!

BUT THEN, IN THE PRIVACY OF HIS ROOM, DOCK OCK'S *SPIRITS* BEGIN TO *RISE*...

NOW THAT *SPIDER-MAN* IS DEAD... AND I'VE FOUND A FAR BETTER *HIDE-OUT* THAN I EXPECTED...

I CAN *AGAIN* MAKE PLANS TO STEAL THE PRICELESS *NULLIFIER!*

AND *THIS* TIME I WILL NOT *FAIL!*

...ESPECIALLY SINCE MY *MENTAL CONTROL* OVER MY POWERFUL *ARTIFICIAL ARMS* IS EVEN GREATER THAN EVER!

I AM *STILL* ONE OF THE MOST BRILLIANT *SCIENTIFIC BRAINS* OF THE CENTURY..

AND, AIDED BY MY *TENTACLES*, I CAN ACCOMPLISH *ANYTHING!*

NOW I'LL UNPACK THE *COMMUNI-CATING EQUIPMENT* I BROUGHT, AND CONTACT ONE OF MY WAITING *AIDES*..!

LUCKILY, *ALL* OF MY MEN WERE *NOT* CAPTURED WHEN MY CAREER AS THE *MASTER PLANNER* WAS CUT SHORT BY THE ACCURSED *SPIDER-MAN!* *

* IT STARTED IN *SPIDEY* #31... AND FINALLY PETERED OUT IN #33! OR MAYBE IT WAS THE OTHER WAY AROUND! --- *SHEEPISH STAN.*

BEFORE LONG, I'LL BE IN *FULL COMMAND* ONCE MORE!

AND SO...

DR. OCTOPUS!! I'VE BEEN *WAITING* TO HEAR FROM YOU!

YOUR WAIT IS *OVER!* SOON WE SHALL *STRIKE* AGAIN!

NOW LISTEN CLOSELY... AS I GIVE YOU A LIST OF THE *MATERIAL* I WILL NEED..!

AND SO I BEGIN THE GREATEST SERIES OF *CRIMES* THE WORLD HAS EVER KNOWN!

WHILE, ON THE FLOOR BELOW...

HOW *ODD!* I'VE NEVER HAD TROUBLE WITH THE *TV* BEFORE!

I WONDER IF *DR. OCTOPUS* COULD FIX IT FOR ME?

IT'S LIKE SOME SORT OF SILLY *ELECTRICAL* INTERFERENCE!

HE SEEMS SO VERY *CAPABLE!*

BUT, SINCE THE NAME OF THIS PUBLICATION IS NOT "*THE AMAZING AUNT-WOMAN,*" LET'S TURN OUR ATTENTION ONCE AGAIN TO THE EVER-POPULAR PAD OF *PETER PARKER*... THE FOLLOWING MORNING...

PETE'S *DOOR* IS OPEN! HE MUST HAVE BEEN UP *EARLY!*

SOME ROOM-MATE! I'VE HARDLY *SPOKEN* TO HIM IN DAYS!

HEY, *PETE!* ARE YOU *THERE?* WANT SOME *BREAK-FAST?*

IT'S *HARRY!* I DIDN'T REALIZE IT WAS SO *LATE!*

CAN'T LET HIM FIND ME MIXING MY *SPIDEY FLUID!*

AND--IF HE EVER SAW MY *COSTUME*-- HANGING ON THE *DOOR*..!

I WAS A *FOOL* TO BE SO CARELESS!

JUST A SECOND, HARRY! BE RIGHT *WITH* YOU!

THIK!

I'VE GOTTA LOAD MY *WEB FLUID* IN MY BELT *NOW*...

MAY NOT GET A *CHANCE* LATER!

THERE! THAT *DOES* IT!

BOY! TALK ABOUT CLOSE CALLS..!!

ZAK!

NOW THEN, HARRY... DID I HEAR SOMEONE SAY *BREAKFAST?*

FORGET IT! I CAN'T WAIT FOR YOU TO LOCK EVERYTHING UP TIGHT AS A *DRUM* BEFORE YOU'LL *TALK* TO ME!

IF YOU'RE AFRAID I'LL *STEAL* SOMETHING... JUST *MOVE OUT!*

C'MON, HARRY! YOU KNOW BETTER THAN *THAT!*

YEAH! BUT I'M NOT SURE *YOU* DO!

SEE YOU LATER! I'VE GOT TO VISIT MY *DAD* NOW!

AND SO...

IT LOOKS LIKE MY *SPIDER-MAN IDENTITY* IS FOULING UP THE BEST *FRIENDSHIP* I EVER HAD!

AND I DON'T KNOW HOW TO MAKE HARRY *UNDERSTAND!*

NUTS! I'LL HEAD FOR THE *BUGLE* AND SEE IF THERE'S ANY NEWS ABOUT *DOC OCK!*

MINUTES LATER, IN THE BUSTLING CITY ROOM...

THIS IS *PETER PARKER*, OUR DEMON FREE-LANCE *PHOTOGRAPHER*, MR.R.!

SAY HELLO TO *JOE ROBERTSON*, PETE! HE'S OUR NEW *CITY EDITOR!*

I'VE BEEN *WANTING* TO MEET YOU, SON!

YOU'RE THE BEST *SPOT NEWS PHOTOG* I'VE RUN INTO!

IT'S A *PLEASURE*, SIR!

I'VE BEEN *WONDERING* HOW YOU MANAGE TO *LAND* SOME OF THOSE ACTION-SHOTS OF YOURS?

IT'S NOT *HARD* WHEN YOU CARRY A SPECIAL CAMERA IN YOUR *SPIDEY BELT!*

ASK 'IM WHAT HE'S DONE FOR US *LATELY*, ROBBIE!

WE HAVEN'T A GOOD *CRIME PIC* IN THE WHOLE EDITION!

BUT I CAN'T TELL *HIM* THAT!

JUST BEGINNER'S LUCK, I GUESS!

THE DAILY ENQUIRER MURDER?

I'D *LIKE* TO BRING YOU SOME SHOTS OF *DR. OCTOPUS*, JJ.. BUT NOBODY'S *SEEN* HIM!

HAVE *YOU* HEARD ANYTHING?... ANY IDEA OF WHERE HE MAY BE *HOLED UP?*

SURE! SURE! I'VE GOT 'IM ON MY *KEY CHAIN*, FOR A LUCKY *CHARM!!*

HOW DO *I* KNOW WHERE HE IS?? GO FIND *SPIDER-MAN!!* ASK *HIM!!* THEY'RE PROBABLY BOTH IN *CAHOOTS* TOGETHER ANYWAY!

OH WELL... ASK A BONEHEAD QUESTION..!

IF I KNOW *OCK*, IT WON'T BE LONG BEFORE HE STRIKES *AGAIN!*

BUT, THERE'S NOTHING MORE I CAN DO TILL HE *DOES!*

MIGHT AS WELL HEAD FOR THE *COFFEE BEAN* AND SEE IF THERE'S ANYTHING *SHAKIN'!*

LOOKS LIKE I'M IN *LUCK!* THERE'S *GWEN* AND *MJ* RIGHT OUT FRONT!

WELL! IF IT ISN'T *SIR GALAHAD*, ON HIS SUPER-CHARGED *STEED!*

HI, PEOPLE! I CAME TO *RESCUE* YOU FROM LETHARGY AND *BOREDOM!*

YOU MEAN YOU'RE GETTING RID OF *GWEN*, TIGER?

NOT IF I CAN *HELP* IT, LADY!

BOTH THOSE LIVING DOLLS ACT LIKE PARKER'S THE ONLY ONE OF HIS KIND!
WHAT'S HE GOT, ANY-WAY?
NOT A THING, JOE! TAKE AWAY HIS LOOKS... AND HIS BRAINS.. AND HE'S NOWHERE!
CARE TO HAVE A TALK-IN WITH A COUPLE OF WIDE-EYED WENCHES, MR. P.?
BREAK IT TO HER GENTLY, PETEY-O!
THE POOR CHILD NEVER HEARD THAT THREE'S A CROWD!
DON'T BE SILLY, MISS WATSON!
WE DON'T WANT YOU TO LEAVE ON OUR ACCOUNT!
LOOK, KIDDIES..THIS IS ALL VERY FLATTERING, BUT I JUST REMEMBERED MY AUNT MAY HAS A NEW BOARDER, AND I'D BETTER SEE IF EVERY-THING'S OKAY!
AUNT MAY? WHO CAN BUCK COMPETITION LIKE THAT?!
I'D HAVE LIKED TO STAY WITH GWEN AND MJ, BUT MRS. WATSON IS OUT OF TOWN, AND... HEY!!
MY SPIDEY SENSE!! TINGLING LIKE MAD! SOMETHING'S WRONG INSIDE..!
I'VE GOT TO GET IN THERE.. FAST!
IT CAN'T BE..!!
BUT, NO SOONER DOES PETE ENTER THE HOUSE, WHEN..
IT'S... DR. OCTOPUS!
PETER DEAR! HOW NICE OF YOU TO DROP IN!
OH, THAT'S RIGHT! YOU'VE MET MY NEW BOARDER BEFORE! I HAD ALMOST FORGOTTEN!
YOUR NEW BOARDER??!
COME IN, YOUNG MAN.. COME IN!
YOUR AUNT WAS JUST TELLING ME WHAT A BRILLIANT SCIENCE STUDENT YOU ARE!
DON'T STARE SO, DEAR! IT'S IMPOLITE!
I DABBLE A BIT IN SCIENCE MYSELF!

AUNT MAY... DON'T YOU KNOW WHO HE *IS*... *WHAT* HE IS ??

HE'S A *CRIMINAL*!! A DEADLY *MENACE*!

YOU MUSTN'T *SAY* SUCH THINGS, DEAR! AFTER ALL, HE *IS* OUR GUEST!

FORGIVE MY NEPHEW, DOCTOR! HE'S *SO* HIGH-STRUNG!

OF *COURSE*, DEAR LADY! I UNDERSTAND!

HE'S JUST *OVER-EMOTIONAL*.. LIKE SO *MANY* OF TODAY'S TEENAGERS!

AUNT MAY... *LISTEN* TO ME..!

NOT ANOTHER *WORD*, PETER! YOU MUSTN'T *EXCITE* YOURSELF THIS WAY! YOU *KNOW* HOW FRAGILE YOU ARE!

DR. OCTOPUS EXPLAINED THE WHOLE *THING* TO ME! HE'S ENTIRELY *INNOCENT*!

HE WAS JUST TRYING TO STOP THAT HORRIBLE *SPIDER-MAN*!

HOW CAN I *TELL* HER?? HOW CAN I *EXPLAIN*... WITHOUT ONE OF THEM SUSPECTING THAT *I'M* SPIDER-MAN!

PERHAPS IF YOU LET ME SPEAK TO HIM *ALONE*, MRS. PARKER...

I'LL TRY TO SHOW HIM HOW *WRONG* HE IS... MAN-TO-MAN!

THAT'S VERY *KIND* OF YOU, DOCTOR!

NOW *LISTEN*, YOU PUNK KID... AND LISTEN *GOOD*!

ONE MORE *PEEP* OUT OF YOU... TO YOUR *AUNT*... THE *PAPERS*... OR THE *COPS*.. AND IT'LL BE CURTAINS FOR *BOTH* OF YOU!

I'D TACKLE HIM *NOW*... BUT, I *CAN'T*! I DON'T *DARE* DO IT..!

THE *SHOCK* WOULD BE TOO MUCH FOR AUNT MAY'S WEAK *HEART*!

BUT, HOW CAN I *LEAVE* HER HERE... WITH THE MOST *DANGEROUS*, MOST *MANIACAL* ARCH-FIEND OF ALL ?!!

REMEMBER... HER LIFE'S IN *YOUR* HANDS!

I THINK YOUR NEPHEW UNDER-STANDS NOW, MRS. PARKER!

HOW NICE! I DO HOPE YOU'LL BECOME GOOD FRIENDS!

DR. OCTOPUS MIGHT EVEN BE ABLE TO HELP YOU WITH YOUR SCIENCE, PETER!

BUT...

WHAT'S THAT, KID?

N-NOTHING! FORGET IT!

I'LL...BE RUNNING ALONG NOW--AUNT MAY! I'VE SOME STUDYING--TO DO!

REMEMBER, MY BOY--IF I CAN BE OF ANY HELP TO YOU WITH YOUR SCHOOL WORK--!

HOW GENEROUS OF YOU, DOCTOR!

IT'S LIKE A DREAM... A CRAZY NIGHT-MARE!

THERE'S NOTHING I CAN DO IN THERE...

I'LL WAIT TILL DARK...AND THEN CHANGE TO SPIDER-MAN!

AND YET... I DON'T DARE LEAVE--!

MAYBE THEN.. I'LL THINK OF SOMETHING!

THUS, HOURS LATER...

I'VE NEVER FELT SO HELPLESS!

I DON'T DARE ATTACK... BECAUSE OF AUNT MAY!

BUT HOW CAN I LEAVE HIM THERE ??!

SOMEONE MAKING A DELIVERY!

IT'S FOR OCK!

MUST BE EQUIPMENT FOR SOME NEW CRIME!

NOW I HAVE TO ACT!!

HOW EASY IT WAS! THE OLD WOMAN IS GULLIBLE ENOUGH TO BELIEVE ANYTHING!

AND HER WHIMPERING, NO-ACCOUNT NEPHEW IS TOO SCARED TO CAUSE ME ANY FURTHER TROUBLE!

BUT, FASTER THAN YOU CAN WIGGLE A WEB---

NO! NO!! IT ISN'T POSSIBLE!

I KILLED HIM!! HE'S DEAD!!

THEN, BEFORE DOC OCK CAN REACH THE WINDOW...

BY SCOOTING AROUND TO THE *SIDE* OF THE HOUSE, I'LL MAKE *HIM* COME TO *ME!*

I *CAN'T* FIGHT HIM INSIDE -- WITH *AUNT MAY* THERE!

BUT, THE DIABOLICAL DO-BADDER HAS *OTHER* IDEAS...

IF HE *IS* ALIVE... HE'LL BE *EXPECTING* ME TO PURSUE HIM!

BUT, *SUCCESS* IS ONLY FOR THOSE WHO DO THE *UNEXPECTED!*

I'VE NO TIME TO WONDER HOW HE *FOUND* ME..INSTEAD, I'LL MAKE SURE HE DOESN'T ESCAPE *ALIVE!*

AND I KNOW JUST HOW TO *DO* IT!

I MUST SUMMON THOSE OF MY MEN WHO ARE STILL *AT LARGE!*

THOUGH *SPIDER-MAN* DEFEATED ME WHEN I ASSUMED THE IDENTITY OF THE *MASTER PLANNER*, ENOUGH OF MY MOST LOYAL AIDES *ESCAPED* TO FORM THE NUCLEUS OF A *NEW* ARMY OF CRIME!

AN ARMY WHICH I'LL SEND INTO BATTLE RIGHT *NOW*--AGAINST THE MOST *DANGEROUS* FOE OF ALL--

THIS TIME THERE'LL BE NO QUARTER GIVEN! *THIS* TIME SPIDER-MAN MUST BE *CRUSHED!*

HEY! QUIET... ALL OF YOU!

THE BOSS IS CONTACTING US!

ATTENTION! WE HAVE A GOLDEN OPPORTUNITY TO AVENGE OURSELVES AGAINST SPIDER-MAN!

NOTE MY INSTRUCTIONS -- AND BE PREPARED TO MOVE OUT AT ONCE!

IT'S ABOUT TIME! I WAS BEGINNIN' TO THINK HE DIDN'T NEED US ANY MORE!

I DON'T GET IT! I WAS SURE HE'D HAVE BEEN OUT HERE BY NOW!

HE MUST HAVE SOMETHING ELSE UP HIS -- UH OH!

HERE COMES TROUBLE! MY SPIDEY-SENSE IS TINGLING AGAIN!

BUT--IT'S NOT OCK! IT'S SOMETHING -- ABOVE ME--!

ZOK

UGHHHH!

DON'T GO 'WAY, SPIDER-MAN -- WE'LL BE RIGHT WITH YOU!

WE'VE BEEN WAITING FOR THIS MOMENT FOR A LONG TIME!

THE COSTUME OF..THE MASTER PLANNER'S MEN!

OCK MUST HAVE SENT FOR THEM!

IF YOU COSTUMED CREEPS WERE LUCKY ENOUGH TO HAVE *ESCAPED* THE FIRST TIME ...

YOU SHOULD HAVE GRABBED YOUR HATS AND *RUN*... WHILE YOU STILL WERE *ABLE!*

PILE *ONTO* 'IM! HE CAN'T BEAT US *ALL!*

I DIDN'T REALIZE SO *MANY* OF THEM HAD ESCAPED BEFORE... UNLESS OCK RECRUITED SOME *NEW* MUSCLE-MEN SINCE... *UNNHH!*

THEY'RE PLAYING FOR *KEEPS* THIS TIME...

AND I *STILL* DON'T DARE DO ANY-THING TO ATTRACT *AUNT MAY'S* ATTENTION!

HAH! GOOD! *GOOD!* THEY'RE *OVERWHELMING* HIM--BY SHEER WEIGHT OF *NUMBERS!*

WHILE I REMAIN SAFELY *HIDDEN* HERE-- ABLE TO *RELISH* THE LONG-AWAITED SPECTACLE!

BUT EVEN *DR. OCTOPUS* SOON LEARNS HOW *RARELY* EVENTS TURN OUT AS PLANNED ...

YOU COSTUMED CRUMB-BUMS JUST *HAVETA* BE KIDDING!

NO MATTER *HOW* MANY OF YOU THERE ARE, YOU'RE FIGHTING *SPIDER-MAN*, HEAR?

THOK!

I CAN'T WASTE TOO MUCH *TIME* WITH THEM!

NOT WHILE *OCK* IS STILL AT LARGE ... WITH *AUNT MAY* NOT SUSPECTING HOW *DEADLY* HE IS!

THE *GAS!*

USE THE *GAS* ON HIM, BEFORE IT'S *TOO LATE!*

KA-WAK!

NO MATTER *HOW* STRONG HE IS ... THIS IS *BOUND* TO WEAKEN HIM!

≠UNHHHH...!≠

I..I DIDN'T HOLD MY *BREATH* IN TIME! TOOK TOO MUCH *GAS* INTO MY *LUNGS!*

EVERY-THING'S STARTING TO *SPIN AROUND..!*

BUT..I'VE *GOT* TO... *HOLD ON..!*

WE'VE *GOT* 'IM NOW! THE GAS MADE HIM *HELPLESS!*

FINISH HIM OFF *FAST!*

A *CROWD'S* BEGINNING TO GATHER! THIS PLACE'LL SOON BE CRAWLIN' WITH *COPS!*

WATCH IT, YOU FOOL! WE'RE BEGINNIN' TO *TRIP* OVER EACH OTHER!

LET *ME* HANDLE 'IM!

THAT'S ALL THE TIME I *NEEDED!* MY HEAD'S *CLEAR* AGAIN--- BUT THEY DON'T *KNOW* IT!

HEY! LOOK OUT! HE'S STARTIN' TO---!

UMMFFF!

HOLD 'IM! DON'T LET HIM---

YUHHH!

BTOK!

WHY DOESN'T SOMEBODY *STOP* THEM?

GOOD IDEA! *YOU* WANNA TRY?

THE *POLICE* SHOULD BE HERE ANY MINUTE!

HEAR THAT, BOYS?

SOMEONE CALLED THE *LAW!* THAT MEANS YOU WON'T HAVE TO WORRY ABOUT *LODGINGS* FOR TONIGHT!

OKAY, FELLAS-- WHERE DID WE *LEAVE OFF--?*

THEY CAN'T ARREST *US!* WE HAVEN'T *DONE* ANY-THING YET!

AND FROM HIS VANTAGE POINT AT THE WINDOW, DOC OCK COMES TO THE SAME CONCLUSION ...

ALL OF THEM TOGETHER ... AGAINST SPIDER-MAN ... AND THEY'RE ACCOMPLISHING NOTHING!

AM I THE ONLY ONE CLEVER ENOUGH ... STRONG ENOUGH ... TO DEFEAT HIM??

BUT SPIDEY HAS NO TIME TO PONDER SUCH INTERESTING PHILOSOPHICAL QUESTIONS, AS HE CONTINUES DOING WHAT COMES NATURALLY ...

PLEASANT DREAMS, PLAYMATES!

ZOT!

YOU GENTS SHOULD BE GLAD I'M IN A HURRY...

OTHERWISE, I'D NEVER LET YOU OFF SO EASY!

WHO ARE THEY? WHAT DID THEY DO? WHAT'S IT ALL ABOUT?

ANYONE WHO CAN FIGHT LIKE SPIDER-MAN SHOULD BE LOCKED UP! HE'S A MENACE!

SECONDS LATER, THE "MENACE" COMPLETES HIS LITTLE TASK..

MAYBE THE POLICE CAN'T HOLD YOU FOR LONG ON ANY SPECIFIC CHARGE ...

BUT THINK OF THE FUN THEY'LL HAVE TRYING!

AUNT MAY!!

SHE MUST HAVE SLIPPED OUT TO SEE WHAT ALL THE EXCITEMENT WAS ABOUT!

THAT MEANS ..OCK WILL BE HOME... ALONE!

THIS IS WHAT I'VE BEEN WAITING FOR!

AT THAT VERY MOMENT, THE SAME REALIZATION STRIKES *DOC OCK*...

THE OLD LADY'S *GONE!*

DID SHE *WISE UP?* WHAT IF SHE WENT FOR THE *POLICE?*

I'D BETTER FASTEN MY *ARMS*... SO I'LL BE READY FOR *ANY-THING!*

AND IT SEEMS THAT DOC'S *DECISION* ISN'T MADE A MOMENT TOO *SOON*..

GOT TO *REACH* HIM... BEFORE HE CAN GET *AWAY!*

FTANG!

UNFORTUNATELY, YOUR *COURAGE* IN RETURNING HERE IS FAR GREATER THAN YOUR *WISDOM!*

YOU SHOULD HAVE *LEARNED* BY NOW THAT YOU'RE NO MATCH FOR THE POWER OF MY *TENTACLES!*

SPIDER-MAN!

YOU *KNOW* IT, MISTER!

CAN'T AFFORD TO WASTE MY STRENGTH TRYING TO BREAK FREE!

I'LL PLAY IT *HIS* WAY INSTEAD!

I'LL *PRETEND* TO BE BEATEN--AND WAIT TILL HE *RELEASES* ME!

YOU WERE EVEN EASIER THAN I *EXPECTED!*

I'M ALMOST *SORRY* YOU COULDN'T PUT UP MORE OF A *FIGHT!*

I'D HAVE ENJOYED WATCHING YOU *SQUIRM* ...HEARING YOU BEG FOR *MERCY!*

BUT PERHAPS IT'S JUST AS *WELL!*

WITH SO MANY *POLICE* IN THE AREA, IT'S TIME FOR *DR. OCTOPUS* TO TAKE HIS *LEAVE*..UNTIL THEY'VE GONE!

SO, I'LL SIMPLY PLACE YOU ON THE FLOOR, WHERE I CAN...

WHA..?!!!

RIGHT! BUT I'M *THROUGH* PRETENDING NOW!

YOU WERE JUST *PLAYING POSSUM... PRETENDING* TO BE KNOCKED OUT!!

THIS IS FOR *REAL!*

ZOK!

BUT JUST THEN---

WHAT'S ALL THAT *NOISE* UPSTAIRS??

EEEEEEK!

IT'S *SPIDER-MAN!* HE *BROKE IN* HERE!

BUT DON'T WORRY... I'LL SAVE YOU FROM HIM!

OHHH...!

THE *SHOCK*... IT'S *TOO MUCH* FOR HER!

LET'S FINISH OUR BATTLE *ELSEWHERE*.. SAFE FROM INTERFERENCE BY THE *POLICE!*

CRASH!

SO! YOU CHOOSE TO REMAIN *BEHIND!*

BUT *THAT* WON'T SAVE YOU! I'LL FIND YOU *AGAIN*... AND *NEXT* TIME WILL BE THE *LAST* TIME!

BUT, THE ARCH-VILLAIN'S WORDS FALL UPON *DEAF EARS* AS THE HEARTSICK YOUTH CRIES OUT---

IT WAS *SPIDER-MAN* WHO SCARED HER--- *I'M* THE ONE SHE FEARS!

I TRIED TO *SPARE* HER THIS... BUT *NOW*.. BECAUSE OF *ME*--- SHE'S.. SHE'S...!

IT'S *ALL RIGHT*, AUNT MAY! YOU'RE *SAFE!* YOU'VE NOTHING TO FEAR FROM *SPIDER-MAN!*

LOOK.. I'LL *PROVE* IT! JUST OPEN YOUR *EYES*..! JUST *WAKE UP!*

IT'S *NO USE!* I CAN'T *REVIVE* HER!

I'VE GOT TO CALL THE *DOCTOR!*

I JUST PRAY... THERE'S STILL *TIME!!*

IT'S MY *AUNT*, DR. BROMWELL! SHE'S *COLLAPSED!*

CAN YOU LEAVE AT *ONCE* ?? GOOD!

YES, OF *COURSE* I'LL STAY HERE WITH HER!

MY *COSTUME!* I ALMOST FORGOT!

I'LL CHANGE MY *CLOTHES* WHILE I'M WAITING FOR HIM!

THEN, AS THE LONG, TORTUROUS MINUTES TICK BY---

IF..IF SHE DOESN'T *RECOVER*.. IT'LL BE *MY* FAULT---

BUT, SHE *MUST* PULL THROUGH--- SHE *MUST!*

AFTER THE WAY .. SHE DEVOTED HER *LIFE* TO ME..IT JUST CAN'T END..LIKE *THIS!*

THEN, TWENTY MINUTES *LATER*, TO THE HEARTSICK YOUTH'S INDESCRIBABLE *RELIEF*---

LUCK WAS *WITH* US THIS TIME, PETER!

DO YOU KNOW WHAT *CAUSED* THE SHOCK?

YOUR AUNT WILL PULL THROUGH!

I, EH.. I'M NOT QUITE *SURE*..!

WELL, SEE TO IT SHE GETS PLENTY OF *REST*, SON!

AT HER AGE, THE *NEXT* SUCH ATTACK COULD BE *FATAL!*

I'LL DROP BY AGAIN.. IN THE MORNING!

I COULDN'T EVEN TELL HIM THE *TRUTH*... ABOUT *SPIDER-MAN!*

IT WAS *FOOLISH* OF ME---TO HAVE TAKEN OFF MY *MASK* BEFORE!

IF SHE *HAD* LEARNED WHO I REALLY *AM*.. IT MIGHT HAVE MADE THINGS *WORSE* THAN EVER!

BUT WHAT HAPPENS *NEXT?*

WHERE DO WE GO FROM *HERE?*

I'VE GOT TO CALL A *PLASTERER*...TO GET THIS *WALL* FIXED, QUICKLY!

I HOPE I'VE ENOUGH *MONEY!* I'M SURE OUR *INSURANCE* DOESN'T COVER *THIS!*

OCK BROKE *THROUGH* IT FOR ONLY *ONE* REASON.. TO FLAUNT HIS *STRENGTH* BEFORE ME ...OUT OF PURE *CUSSEDNESS!*

BUT NOW HE'LL LEARN HOW CUSSED *SPIDER-MAN* CAN BE!

I'LL SHOW HIM WHAT STRENGTH REALLY *IS!*

HE WON'T GET *ANOTHER CHANCE* TO RETURN AND JEOPARDIZE THE LIFE OF *AUNT MAY!*

NO MATTER *WHERE* HE IS, I'LL *FIND* HIM!

AND *THIS* TIME, NOTHING WILL *STOP* ME FROM RIDDING THE WORLD *FOREVER* OF THE MENACE OF *DR. OCTOPUS!*

BE HERE WHEN: **DISASTER STRIKES SPIDER-MAN!**

BUT EVEN *SPIDEY* CANNOT SUSPECT THE STARTLING *FATE* THAT AWAITS HIM WHEN THEY MEET *AGAIN* NEXT ISH!

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the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

DOC OCK WINS!

THE AMAZING SPIDER-MAN!™

"DOC OCK WINS!"

HEADS UP, YOU MASKED MISFITS!

YOU'VE GOT *TEN SECONDS* TO TELL ME WHERE *OCK* IS!

TIME'S UP!

SKRUNCH!

SINCE THE DEADLY *DR. OCTOPUS* MADE GOOD HIS *ESCAPE* LAST ISH, SPIDEY HAS COMBED THE CITY, *SEARCHING* FOR HIM! AND NOW, GUIDED BY HIS INFALLIBLE *SPIDER-SENSE*, LOOK WHAT HE'S STUMBLED *INTO*...!

LOOK OUT! IT'S *SPIDER-MAN!* HE'S *FOUND* US!

PRODUCED BY: STAN (THE MAN) LEE and JOHN (RING-A-DING) ROMITA
INKING: MICKEY DEMEO
LETTERING: SAM ROSEN

THOP!

I DUNNO HOW HE *GOT* HERE...

BUT HE'LL NEVER GET *OUT* ALIVE!

BUT, GOADED BY THE MEMORY OF HIS AUNT MAY'S *COLLAPSE*, SPIDEY TEARS INTO ACTION BEFORE ANOTHER MOVE CAN BE MADE---

I SAID *TALK!*

---AND I *MEANT* IT!!

I DON'T CARE *HOW* MANY HIDE-OUTS HE HAS---LIKE *THIS* ONE!

I'LL FIND 'EM *ALL*...AND I'LL TEAR THEM *APART*... ONE BY ONE---UNTIL I GET MY HANDS ON *OCK* HIMSELF!

SO *TALK*... WHILE YOU STILL *CAN!!*

BLOP!

NO WEB-SWINGING *PUNK* IS GONNA SHOVE *US* AROUND LIKE THAT!

WHEN WE'RE THROUGH WITH *YOU*, WE'LL---

URGHH!

AM I TO UNDER-STAND YOU'RE LOOK-ING FOR *ME?*

THAT *VOICE!!* IT'S *HIM!*

I *KNEW* I'D GET HIM--- SOONER OR LATER!

DON'T BE TOO *CERTAIN*, MY FRIEND!

YOU'RE A VERY *LONG WAY* FROM "GETTING ME", AS YOU SO CHILDISHLY PUT IT!

YOU'RE...ON A *SCREEN!*

THAT MEANS---YOU'RE NOT HERE AT *ALL!!* IT'S JUST YOUR *IMAGE!*

BUT IT WON'T TAKE *LONG!!* I'LL TRACK YOU DOWN *YET!*

THERE'S *NO PLACE* WHERE YOU CAN STAY HIDDEN FROM ME!

HIDDEN ?? DO YOU THINK I'M TRYING TO HIDE FROM YOU ??

YOU ARROGANT FOOL! YOU'RE NOT IMPORTANT ENOUGH TO CONCERN ME RIGHT NOW!

NOT WHEN I'M ABOUT TO EXECUTE THE CRIME OF THE CENTURY!

HE MEANS IT! HE'S PLANNING SOMETHING BIG! THAT'S WHY HE'S GLOATING!

YOU'RE MERELY A PAWN... AN INCIDENTAL DETAIL THAT I CAN ATTEND TO ANY TIME I WISH ---

BUT NOW, I'LL SIGN OFF... LEAVING YOU ALONE WITH YOUR RAGE --- AND YOUR FRUSTRATION!

THERE'S NOTHING I CAN DO... AND HE KNOWS IT!

SECONDS LATER, IN A SUDDEN PAROXYSM OF UNCONTROLLABLE FURY, THE SUPER-POWERED YOUTH GIVES VENT TO HIS EMOTIONS BY SHATTERING EVERYTHING IN SIGHT --!

HE'S THE ONLY ONE I'VE NEVER DECISIVELY BEATEN!!

BUT I'LL GET HIM YET! I WILL.. I MUST!!

THAT'S THE GUY WE TRIED TO FIGHT ?!!

I WOULDN'T WANNA BE OCK.. IF HE EVER FINDS 'IM!

THEN, MINUTES LATER...

THE POLICE WILL TAKE CARE OF THOSE PENNY-ANTE HOODS!

BUT I'M TOO KEYED-UP TO GO HOME YET!!

I'VE GOTTA KEEP SEARCHING --- TILL I FIND HIM!

MAYBE HE RETURNED TO THE UNDERWATER HIDEOUT HE USED WHEN HE CALLED HIMSELF THE MASTER PLANNER!*

I CAN'T LET ANY CHANCES PASS BY!

*AS SEEN IN SPIDEY #31... OR #32! ..WOULDJA BELIEVE #33? ..SLEEPY STAN.

NOT A SIGN OF LIFE!

SO I STRUCK OUT AGAIN!

DON'T KNOW WHERE ELSE TO LOOK!!

THERE'S NO POINT IN *AIMLESSLY* SWINGING AROUND TOWN!

I MIGHT AS WELL CALL IT A DAY AND GET SOME *REST!*

I'LL *NEED* ALL MY ENERGY FOR THE NEXT TIME I *FIND* HIM!

BUT, BEFORE I GO *HOME*, I'D BETTER CHECK ON HOW *AUNT MAY* IS FEELING!

HOWEVER, AS SPIDEY SWINGS PAST A DOWNTOWN BUILDING, LITTLE DOES HE *DREAM*... BEHIND ITS GRIM, GREY WALLS... A CERTAIN *MEETING* IS IN SESSION...

COLONEL JAMESON, SINCE YOU ARE IN CHARGE OF *SECURITY* FOR AMERICA'S *NULLIFIER WEAPON*, WOULD YOU PLEASE STATE YOUR PLANS..?

YES, SIR.. INASMUCH AS WE ALL POSSESS *TOP SECURITY* CLEARANCE!

SINCE *DR. OCTOPUS* IS AT LARGE... AND MAY STILL BE IN THIS AREA...

WE'VE DECIDED TO *MOVE* THE NULLIFIER...TO THE FACTORY OF *ANTHONY STARK*... WHERE IT CAN RECEIVE *TOP PROTECTION* WHILE FINAL MODIFICATIONS ARE MADE!

ARE ALL *PRECAUTIONS* BEING TAKEN TO PROTECT OUR WEAPON FROM *SPIDER-MAN*, AS WELL AS *DR. OCTOPUS*?

YES, SIR.. THEY *ARE!*

BUT I'D LIKE TO SAY *ONE* THING...

I'VE HAD A FEW *RUN-INS* WITH SPIDER-MAN IN THE PAST...

WELL, THAT'S NOT FOR *US* TO DECIDE, COLONEL!

AND, DESPITE THE OPINIONS EXPRESSED IN MY FATHER'S *NEWSPAPER*, I PERSONALLY FEEL THAT HE IS *NOT*.. AND NEVER *HAS* BEEN..IN LEAGUE WITH *DR. OCTOPUS!*

SUPPOSE WE GET *ON* WITH THE MATTER AT HAND!

VERY WELL, SIR! I'LL *CONTINUE* THE BRIEFING...!

YES! BRIEF US AS *THOROUGHLY* AS POSSIBLE!

BY THE TIME ANYONE LEARNS THAT I'M HERE UNDER *FALSE CREDENTIALS*, I'LL HAVE SENT ALL THIS INFORMATION TO... *DR. OCTOPUS!!*

THIS IS THE ROUTE THAT THE *NULLIFIER CONVOY* WILL TAKE..!

SPEAK *CLEARLY*, YOU FOOL! I DON'T WANT TO MISS A *THING!*

AND, AS THE FATEFUL *BRIEFING* CONTINUES, WE TURN OUR ATTENTION TO THE MODEST LITTLE HOME WHICH *ANNA WATSON* SHARES WITH *MAY PARKER*...

MRS. WATSON! YOU'RE BACK FROM YOUR TRIP!

YES, PETER! I CUT IT *SHORT* WHEN I LEARNED YOUR AUNT HAD BEEN *ILL!*

PETER, DEAR! I'M SO *GLAD* TO SEE YOU!

GOSH, AUNT MAY... YOU LOOK *GREAT!*

BETTER NOT VISIT OUR *CAMPUS*, OR ALL THE SOPHOMORES'LL LOSE THEIR COOL!

ISN'T HE A *CAUTION*, ANNA?

PETER PARKER.. YOU'RE A REGULAR *PUSSYWILLOW!*

HONESTLY..! HOW MANY TIMES MUST I *REMIND* YOU? THE WORD IS...

MAY! WHAT *IS* IT? WHAT'S *WRONG?*

I JUST *REMEMBERED*.. ALL THE DAMAGE TO YOUR *HOUSE*...AND WHAT IT WILL COST TO *REPAIR..!*

HAVEN'T I *TOLD* YOU TO *FORGET* IT?

IT WASN'T *YOUR* FAULT, DEAR!

IT WAS *DR. OCTOPUS* WHO DID IT... WHEN HE MADE HIS *ESCAPE* BY SMASHING THROUGH THE *WALL!*

OH *NO*, PETER! HE COULDN'T *HELP* HIMSELF! THAT HORRIBLE *SPIDER-MAN* FRIGHTENED HIM!

I *KNEW* IT! OCK *CONVINCED* HER THAT *HE'S* THE *GOOD* GUY!

THAT'S *ONE* OF THE REASONS I'VE *GOT* TO BRING HIM TO *BAY!*

HI, TIGER! HAVE NO FEAR-- *MJ'S* HERE!

BOY! SHE'S ALL I *NEED*, RIGHT NOW!

OH---HI, MARY JANE!

WOW! SIMMER DOWN, SON! YOU DON'T WANNA *STRAIN* YOURSELF!

TRY NOT TO MAKE TOO MUCH *NOISE*, YOU TWO!

I'M HOPING MAY WILL *DOZE OFF* AGAIN!

WE'LL BE QUIET AS A COUPLE OF *MINI-MICE*, AUNT ANNA!

I JUST WANT PETEY-O TO SHOW ME THAT GROOVY *BROKEN WALL!*

ANYTHING TO CHANGE THE SUBJECT FROM *SPIDER-MAN!*

LIKE *WOW!* JUST DIG THAT *CRAAAAZY* KEYHOLE, TIGER!

I'VE HEARD OF *AIR-CONDITIONING*... BUT *THIS* IS RIDICULOUS!

IT'S NO LAUGHING MATTER, MJ!

WE'RE NOT EVEN SURE THE *INSURANCE* WILL COVER THE REPAIRS!

BUT THERE'S *ONE* THING I'M SURE OF...

NOT EVEN *SPIDER-MAN* HAS THE STRENGTH TO MATCH A STUNT LIKE *THIS!*

HI, PEOPLE! IF I'M BREAKING ANYTHING UP... THIS IS MY *LUCKY* DAY!

GWENDOLYNE! WHAT A *SURPRISE!* WHAT BRINGS *YOU* HERE?

SOMEONE MUST HAVE JUST STUCK A *PIN* IN THEIR LITTLE *MJ DOLL!*

I HEARD WHAT *HAPPENED*, AND WONDERED IF THERE WAS ANYTHING I COULD *DO?*

FOR STARTERS, HOW ABOUT SAYING *GOODBYE?*

AREN'T YOU *EVER* SERIOUS, RED?

FAR MORE OFTEN THAN SHE'D LIKE YOU TO *SUSPECT*, MR. P.!

BUT IT'S *SCENE-CHANGING TIME* AGAIN... BEFORE YOU START THINKING THAT *LOUISA MAY ALCOTT* WAS STAN'S CO-AUTHOR--!

DO YOU *HAVE* THE INFORMATION I WANT? *SPEAK UP*, MAN!!

THIS WAS MY *FIRST* CHANCE TO CALL!

THE PLACE IS *CRAWLING* WITH SECURITY GUARDS.. I HAD TO BE *CARE-FUL!!*

WHY DIDN'T YOU REPORT *SOONER??*

I'M *PAYING* YOU ENOUGH FOR *INSTANT* SERVICE!

BUT DON'T WORRY... I CAN TELL YOU *EVERYTHING* YOU WANT TO KNOW!

SECONDS LATER---

ARE YOU ABSOLUTELY *CERTAIN*? THERE'S NO CHANCE OF A *SLIP-UP*?

I WAS RIGHT *THERE* WHEN THEY WENT OVER THE PLAN!

YOU'VE GOT THE ENTIRE *ROUTE*... AND THE COMPLETE *TIMETABLE!*

EXCELLENT! EXCELLENT! THEN THE PRICELESS *NULLIFIER* IS AS GOOD AS *MINE!*

AND TO MAKE SURE NOTHING GOES *WRONG*, I'LL BE WORKING ALMOST *ALONE!*

BREAK CONTACT! YOUR JOB IS *DONE!* NOW *MINE* BEGINS!

EVERYTHING IS *SET!*

GET *MOVING!* I'LL GIVE YOU *DIRECTIONS* AS WE GO!

YES SIR!

TO THE OUTSIDE WORLD, THIS IS MERELY AN AVERAGE ELECTRICAL *REPAIR TRUCK!*

BUT I'VE EQUIPPED IT WITH EVERY TYPE OF *ELECTRONIC DEVICE* I'LL NEED IN ORDER TO EXECUTE--- THE *CRIME OF THE CENTURY!*

POWER MAINTENANCE

THUS, LATER THAT NIGHT...

DO YOU HAVE ANY FURTHER *ORDERS*, COLONEL JAMESON?

NO! THE OPERATION WILL PROCEED EXACTLY ACCORDING TO *PLAN!*

WITH *YOU* IN CHARGE--AND THE TIGHTEST *SECURITY MEASURES* POSSIBLE...

THERE ISN'T A *CHANCE* OF ANY-THING GOING WRONG, COLONEL!

NEVERTHELESS, WE WON'T RELAX OUR *VIGILANCE* UNTIL THE NULLIFIER IS SAFE!

AND THEN...

THIS IS IT!

LET'S START ROLLING!

PARKING $2.00

USAF

USAF

MM VM

SO FAR, SO GOOD! NO SIGN OF TROUBLE!

ESTIMATED TIME OF ARRIVAL STILL UNCHANGED!

OVER AND OUT!

THERE'S SOMETHING UP AHEAD, COLONEL!

LOOKS LIKE AN ORDINARY PUBLIC UTILITY MAINTENANCE TRUCK!

BUT WE'LL TAKE NO CHANCES!

CUT YOUR SPEED! APPROACH WITH CAUTION!

EVERYTHING LOOKS NORMAL ENOUGH SO FAR ---!

BAR

USAF

US AF

MM VM

WHY'D THEY SLOW UP?

WHAT'S THE DELAY?

SUDDENLY, WITH THE FURY OF A *THUNDERCLAP*, EVERYTHING SEEMS TO HAPPEN AT *ONCE*...

IT'S *OCTOPUS*!! SOUND THE *ALARM*...!

HAH! IT WILL TAKE MORE THAN AN *ALARM* TO STOP *ME!*

HE WAS *WAITING* FOR US!..

IN THE *MANHOLE*!!

HOW *EASY* FOR ME TO TEMPORARILY *BLIND* YOU WITH A FEW LITTLE *SMOKE GRENADES*..!

YOU CAN'T GET *AWAY*.!!

THE *OTHERS* WILL GET YOU!

SIZZS!

GET ME?? *HOW?*

ALL I NEED *DO*...UNDER COVER OF MY SMOKE SCREEN---IS SMASH EVERY *DOOR LOCK* WITH ONE BLOW OF EACH *TENTACLE*...

SINCE YOUR CARS ARE EQUIPPED WITH *BULLET-PROOF GLASS*, YOU CAN'T FIRE AT ME THROUGH THE WIND-SHIELDS---!

AND, BY THE TIME YOU'VE FORCED YOUR WAY *OUT*...I'LL BE LONG *GONE*... WITH YOUR PRECIOUS *NULLIFIER*!!

USAF

FTWG

SPLANG!

U.S.A.F. 1967

THBONK!

AND, WITHIN THE LEAD CAR ---

THE DOOR'S JAMMED... CAN'T GET OUT!

AND CAN'T SHOOT OUT... THROUGH BULLETPROOF GLASS!

GET ME SECTOR A HEAD-QUARTERS!! TOP PRIORITY!

WE'VE GOT TO SEAL OFF THE AREA!

BUT BEFORE COLONEL JAMESON'S DESPERATE ORDERS CAN BE EXECUTED ---

NOT EVEN AN ARMY COULD HAVE ACCOMPLISHED WHAT I'VE JUST DONE!

AND, BEFORE THEY CAN TAKE ANY COUNTER-MEASURES, I'LL HAVE SAFELY REACHED MY NEXT OBJECTIVE!

KEEP THAT MOTOR RUNNING!

EVERYTHING DEPENDS ON SPLIT-SECOND TIMING!

NOW MOVE.. BEFORE ANY HELP CAN REACH THEM!

NO MATTER HOW FAST THEY ARE ... IT'LL TAKE A FEW MINUTES TO THROW A CORDON AROUND THIS SECTION..!

AND THOSE FEW MINUTES ARE ALL I NEED!!

WHEN THEY FIND ME GONE, THEY'LL LAUNCH THE BIGGEST MANHUNT IN HISTORY!!

BUT I'LL BE AT THE ONE PLACE THEY'D NEVER DREAM OF SEARCHING..!

INSTEAD OF TRYING TO LEAVE THE COUNTRY... WE'RE GOING TO STAY AND TEST OUR PRIZE!

AND WHAT BETTER PLACE FOR IT THAN THE NEARBY MUNITIONS FACTORY OF... TONY STARK?!!

MINUTES LATER...

I GOT HERE AS SOON AS I HEARD THE *NEWS*, MY BOY!

IF YOU TALK *FAST*, I'LL STILL BE ABLE TO MAKE THE NEXT *EDITION*!

SPIDER-MAN WAS BEHIND IT--- *HELPING* DOCTOR OCTOPUS, WASN'T HE??

EVEN IF YOU DIDN'T *SEE* HIM---HE *COULD* HAVE BEEN HERE, COULDN'T HE??

STAY *OUT* OF THIS, DAD! I'VE GOT A *JOB* TO DO!

AND JUST FOR ONCE--- *FORGET* ABOUT SPIDER-MAN!

HE HAD NOTHING TO *DO* WITH IT!

ALL THAT MATTERS IS RETRIEVING THE *NULLIFIER*!

WRITE THE STORY AS IT *IS*, NED!

DON'T LET THE BOSS'S *BIAS* THROW YOU A CURVE!

STAY ON THE SCENE, ROBBIE! FOLLOW UP EVERY LEAD!

FOR ALL WE KNOW, *OCK* IS REALLY *SPIDER-MAN*--- IN *DISGUISE*!

COME *OFF* IT, JJ! THEY'VE BEEN SEEN *TOGETHER*!

OKAY! OKAY! SO I *FORGOT*!

SAY! WHERE'S *PARKER* NOW WHEN I *NEED* HIM??

WHO?? JONAH JAMESON?

FOR CRYIN' OUT *LOUD*, MISTER---IT'S *3 O'CLOCK* IN THE *MORNING*!!

NO! PARKER'S NOT *HERE*!

I DUNNO *WHERE* HE IS---AND I COULDN'T CARE *LESS*!!

GOOD NIGHT!!

SOMETHING *HAPPENING* DOWN BELOW--!

BUT, SINCE *WE* CARE WHERE HE IS, LET'S REJOIN OUR WONDROUS WEB-SPINNER... LIKE *NOW*...

THAT SMOKE-- THE CROWD-- THE WRECKED CARS---

I WONDER??!

IT'S WHAT'S LEFT OF A MILITARY *CONVOY*...

--LED BY *COLONEL JAMESON!*

IT CAN ONLY ADD UP TO *ONE* THING... *OCK* GOT THE NULLI-FIER!

WOW! THEY'VE GOT THE *ARMY*...THE *POLICE*... THE *F.B.I.*..AND PROBABLY EVEN *SHIELD* IN ON THE CASE!!

BUT THEY HAVE NO *LEADS*... AND TIME IS WORKING *AGAINST* THEM!

NOBODY KNOWS OCK AS WELL AS *I* DO!!

HE ALWAYS DOES THE LAST THING YOU'D *EXPECT!*

INSTEAD OF *HIDING*, HE'LL WANT TO *FLAUNT* HIS POWER!!

AND WHAT BETTER--MORE *UNEXPECTED* PLACE TO *DO* IT...

...THAN THE MOST *IMPORTANT* FACTORY IN THE EAST?!!

AND, EVEN AS SPIDEY HURTLES TOWARDS LONG ISLAND, A FORBIDDING *TRUCK* RUMBLES THE WORLD-FAMOUS FACTORY SITE OF *STARK INDUSTRIES*...

BUT WHAT IF *IRON MAN* IS ON DUTY NOW??

YOU *FOOL!!* WITH THIS *NULLIFIER* IN MY POSSESSION, NO POWER ON *EARTH* CAN THWART MY PLANS!

STARK INDUSTRIES

AND THAT IS JUST WHAT I INTEND TO *PROVE* BY THIS UNEXPECTED LITTLE *VISIT!*

BY SIMPLY MAKING A FEW MINOR *ADJUSTMENTS*...

I CAN TURN THIS INTO A HAND-HELD *TACTICAL* WEAPON OF MY OWN!

YOU MEAN YOU CAN *HOLD* IT--- AND USE IT LIKE A *GUN*?

CLICK!

CLACK!

OPEN THE HYDRAULIC *ROOF-LIFT*, AND YOU'LL *SEE*!

SAY! WHAT IN BLAZES IS GOIN' *ON* THERE?

BETTER CHECK IT OUT, MURRAY, WHILE I CALL THE *SECURITY* OFFICE!

THAT'S NOT ONE OF OUR *REGULAR* SERVICE TRUCKS!

ALL RIGHT! *RELEASE* THE ROOF-LIFT! THIS IS HIGH ENOUGH!

AHH! ONE OF THE *GUARDS* HEADING THIS WAY---WHILE *ANOTHER* IS ON THE *PHONE*!

WELL, I'LL JUST LET MY LITTLE *NULLIFIER* TAKE CARE OF THAT!

BY MERELY DIRECTING A SILENT *BEAM* AT THEM --- OF THE WEAKEST INTENSITY---

I CAN PREVENT ANY AND *ALL* MECHANICAL DEVICES FROM OPERATING!

IT WILL BE AS EFFECTIVE AGAINST *PISTOLS* AND *TELEPHONES* AS AGAINST THE MOST SOPHISTICATED *LONG-RANGE MISSILE*!

STARK IND.

A PITY THERE'S NO SIGN OF *IRON MAN*! EVEN *HE* MUST REALIZE HOW *HELPLESS* HE'D BE AT A TIME LIKE *THIS*!*

*IT'S AN EVEN *GREATER* PITY, AS ALL RABID READERS OF THE CURRENT *SUSPENSE* #96 MUST KNOW, THAT THE GREAT GOLDEN GLADIATOR NOW LIES MORTALLY *WOUNDED*, IN ANOTHER SECTION OF THE SPRAWLING FACTORY... AFTER HIS TITANIC BATTLE WITH THE *GREY GARGOYLE*!

BUT NOW, BACK TO OUR OWN FRANTIC FUN AND GAMES...

THE PHONE'S GONE DEAD!!

DON'T TAKE ANY CHANCES, PAL!! FIRE!!

THAT'S DOC OCK UP THERE!

I CAN'T!! MY GUN'S JAMMED OR SOMETHIN'!

SAY! FIRST THE PHONE... NOW MY PISTOL...

MAYBE THAT NUTTY RAY OF HIS HAS SOMETHIN' TO DO WITH IT?!!

HAH! IT'S WORKING PERFECTLY!!

NOW, BY EFFORTLESSLY INCREASING THE POWER, I CAN MAKE THE BEAM COVER A WIDER RANGE!

WITHIN MINUTES, I'LL IMMOBILIZE EVERY MACHINE WITHIN THE ENTIRE FACTORY!! I'LL BRING EVERYTHING TO A COMPLETE STANDSTILL!

KEEP DRIVING! NO ONE CAN STOP US!

I'M SUPREME! SUPREME!!

MY TENTACLES GIVE ME THE STRENGTH TO DEFEAT ANY LIVING BEING...

WHILE MY CAPTIVE NULLIFIER MAKES ME SAFE FROM ANY WEAPON ON EARTH!

NOW AT LAST...BEYOND ANY SHADOW OF DOUBT...

THE WORLD IS MINE!!

BUT, WHILE DOC OCK MANIACALLY GLOATS OVER HIS AWESOME DISPLAY OF MATCHLESS *POWER*, A DOGGEDLY DETERMINED *WEB-SWINGER* SUDDENLY HURTLES ONTO THE SCENE ---

I WAS *RIGHT!* ---THERE HE *IS!*

LOOKS LIKE HE'S IMMOBILIZED THE ENTIRE *FACTORY* WITH THE STOLEN *NULLIFIER!*

AND HE'S TRAPPED EVERY-ONE *INSIDE* BY JAMMING THE *ELECTRIC DOORS* SO THEY CAN'T OPEN!

STARK INDUSTRIES

I'VE GOT TO MOVE *FAST*... FASTER THAN EVER BEFORE!

IF I CAN JUST GET SOME OF HIS *TENTACLES* OUT OF ACTION--!

YOU AGAIN!!

WELL, AT LEAST I TIED *TWO* OF HIS ARMS INTO A *KNOT!*

YOU FOOL! YOU'VE SAVED ME THE TROUBLE OF HAVING TO *FIND* YOU!

SPIDER-MAN!! WHERE IN BLAZES DID HE COME FROM ?

YOU WANT ME TO HIT 'IM WITH THE NULLIFIER, BOSS??

NO! STAY OUT OF IT!

I CAN FINISH HIM OFF BY MYSELF!

YOU'LL JUST GET IN THE WAY!

HE SOUNDS AS THOUGH HE MEANS IT!

AND I'M NOT SO SURE HE'S WRONG!

HOW CAN YOUR FEEBLE SPIDER POWERS POSSIBLY COMPARE WITH THE SHATTERING IMPACT OF MY HYDRAULIC TENTACLES ??

BTAK!

UHH!

I..WAS HOPING-- YOU WOULDN'T ASK!

AND NOW...YOU'LL FACE THE FURY OF ALL MY TENTACLES ONCE AGAIN!

FTHAP!

HE SNAPPED HIS METAL ARMS FREE, ONCE MORE!

NOW I'M REALLY IN FOR IT!

HE'S..TRYING TO... PIN ME...TO THE GROUND!

THOK!

ZOP!

AHH! YOU'VE UPROOTED ME, HAVE YOU?

A CLEVER MANEUVER!

WHAT A PITY THAT IT WILL DO YOU NO GOOD!

ADMIT IT, BIG MAN! YOU'RE JUST SPOUTING OFF TO COVER UP YOUR PANIC!

MAYBE I CAN GOAD HIM INTO LOSING HIS TEMPER!

WHAT?!! YOU THINK I'M WORRIED ABOUT LOSING TO YOU?!!

I'VE JUST BEEN TOYING WITH YOU... AS YOU CAN SEE!

NO USE! HE'S TOO CLEVER TO LET ME STEAM HIM UP!

SPAP!

THE GLOVES ARE OFF NOW, MISTER!

THIS IS LOTS *MORE* THAN JUST A PERSONAL BATTLE BETWEEN US!

STARK IND.

YOU'VE STOLEN A *WEAPON* THAT CAN AFFECT THE *SECURITY* OF THE ENTIRE FREE WORLD..!

THIP!

AND I'M GETTING IT *BACK*--- ONE WAY OR *ANOTHER!*

YOU BEAT ME ONCE *BEFORE* WITH THAT ACCURSED *WEB FLUID*...

BUT YOU WON'T DO IT *AGAIN!*

FZZAT!

MEBBE *NOT*... BUT I'M SURE GONNA- TR--- =*UNHHH!*=

ZOK!

HAH! GOT YOU!

EVEN WHILE *FALLING* HE MANAGED TO SEIZE TWO OF MY METAL *ARMS!*

HE'S *STILL* TOO POWERFUL FOR ME TO TAKE *CHANCES* WITH!

I'VE GOT TO GET HOLD OF THE *NULLIFIER!*

HE'S... GONNA *USE* IT... AGAINST *ME!!*

THUD!

I DON'T KNOW *WHAT* EFFECT THIS WILL HAVE AGAINST *YOU,* SPIDER-MAN...

BUT WON'T IT BE *INTERESTING*... TO FIND *OUT?!!*

IF NOTHING *ELSE,* THERE'S ALWAYS THE CHANCE THAT IT'LL IMMOBILIZE YOUR OVERRATED *WEB-SHOOTER!*

MY *HEAD!!* ...LIKE A THOUSAND *NEEDLES*... JABBING AT MY *BRAIN!*

BUT... IT SEEMS TO BE HAVING...A MUCH *GREATER* EFFECT!

THIS IS FAR *BETTER*... THAN I *HOPED!*

I'LL TURN IT HIGHER... *HIGHER..!!*

BEFORE MY EYES... HE'S *COLLAPSING!* ...I'VE *WON!*

HE'S *HELPLESS*... ALMOST *UNCONSCIOUS!*

IT TOOK THE *NULLIFIER* TO DO WHAT I ALONE COULD *NEVER* DO!

BUT *WHY??* WHY DID IT AFFECT *HIM* MORE THAN ANYONE *ELSE??*

IT MUST HAVE SOMETHING TO DO WITH HIS OWN *SUPER-POWER!* IT REACTED LIKE.. *WAIT!*

HE'S STARTING TO *RECOVER!*

NOTE: ALTHOUGH DOC OCK HAS NO WAY OF KNOWING IT, THE NULLIFIER HAS AFFECTED THE AMAZING RADIO-ACTIVITY IN SPIDEY'S BLOOD... IN SUCH A WAY THAT---

WHO AM I? ---WHY AM I HERE??

THIS COSTUME! WHAT---IS IT? WHY AM I WEARING IT??

IF YOU'RE TRYING TO BE CLEVER---TO CATCH ME OFF-GUARD---IT WON'T WORK!

WHAT IS IT, BOSS? WHAT HAPPENED?

YOU! WITH THOSE MECHANICAL ARMS--- YOU SEEM TO KNOW ME!

TELL ME---YOU MUST TELL ME! WHO AM I? WHY--- CAN'T I--- REMEMBER??

CAREFUL, BOSS! HE'S GETTING TOO CLOSE..!

SHUDDUP, YOU FOOL!

HE'S NOT FAKING IT!

IT SEEMS THAT OUR COSTUMED CUT-UP HAS REALLY LOST HIS MEMORY!

WHICH GIVES ME A MOST INTERESTING IDEA--!

NO NEED TO WORRY, MY FRIEND! YOU MERELY HAD A LITTLE ACCIDENT!

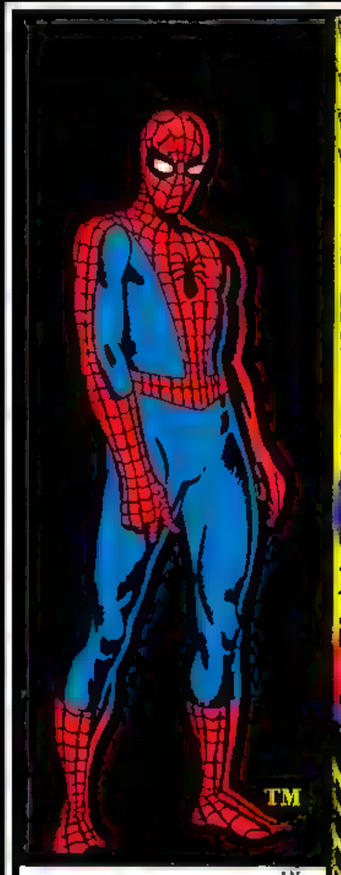
IT HAPPENED WHILE YOU WERE HELPING ME COMMIT THE CRIME OF THE CENTURY!

THE REASON FOR YOUR COSTUME IS---YOU'RE AN ARCH-CRIMINAL--- IN THE SERVICE OF DR. OCTOPUS!

I CAN'T REMEMBER! BUT, I MUST BELIEVE YOU!

I'VE NO OTHER CHOICE!

NEXT: DAY OF DISASTER!



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the AMAZING SPIDER-MAN™

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DAILY BUGLE

SATURDAY, OCT. 28, 1967

VOL. 9

10 CENTS

SPIDEY JOINS DOC OCK!

SUPER-HERO TURNS BAD!

By J. JONAH JAMESON

IS THIS THE WRAP-UP---OR SPIDEY'S FINAL DISASTER!

MCG

THE AMAZING SPIDER-MAN!™

"DISASTER!"

FASTER, YOU FOOL! THE POLICE WILL BE AFTER US IN SECONDS!

GUESS WHO JUST LOST HIS MEMORY? AND GUESS WHO'S BEEN CONNED INTO BELIEVING DOC OCK IS HIS PARTNER IN CRIME? SPIDEY, THAT'S WHO!

'NUFF SAID!

WITH SPIDER-MAN'S HELP, NO ONE CAN STOP US NOW!

PRODUCED BY:

SMILIN' STAN LEE and JAZZY JOHN ROMITA

INKED BY: MICKEY DEMEO

LETTERED BY: SAM ROSEN

IGNORED BY: THOSE OF LITTLE FAITH!

GET MOVING! HEAD FOR MY HILLTOP RETREAT!
AND YOU, SPIDER-MAN-- DON'T JUST SIT THERE!
KEEP A LOOK-OUT!
I WILL-- IN A MINUTE!
I JUST WANNA CLEAR MY HEAD!
WHY CAN'T I REMEMBER ANY OF THIS?
IF ONLY MY MEMORY WOULD COME BACK---!

EVERY INSTINCT WITHIN ME DESPISES DR. OCTOPUS ---TELLS ME NOT TO TRUST HIM---AND YET---
HE SAYS HE'S MY PARTNER! I'VE GOT TO STRING ALONG WITH HIM!
UNTIL MY MEMORY RETURNS--- HE'S THE ONLY LINK---THE ONLY CLUE---TO MY PAST!
THERE'S A POLICE CAR... APPROACHING JUST AHEAD!
NO MATTER! WE'RE NOT STOPPING FOR ANYTHING!
ATTENTION, ALL UNITS!
BE ON LOOKOUT FOR MAINTAINENCE TRUCK...ESCAPING FROM STARK FACTORY...
POLICE
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THEY SEE US!
SHOULD I OPEN THE REMOTE DOOR SO SPIDER-MAN CAN TACKLE 'EM?
WHY BOTHER? HAVE YOU FORGOTTEN I POSSESS THE MOST POTENT WEAPON IN THE WORLD?

THEY MADE A U-TURN! THEY'RE FOLLOWING US!
NOW, ALL I NEED DO IS AIM THE NULLIFIER IN THEIR DIRECTION---

MARTY! THE MOTOR JUST WENT DEAD!...WE'RE STALLED!
IT MUST BE THE STOLEN NULLIFIER!
OCK IS USING THE BLAMED THING AGAINST US!
ZZZ

BUT THEN ... SUDDENLY...

LOOK OUT!

IT'S BEGINNING TO *STEAM!*

IT'S THE *ISOTOPICAL ELEMENT*... IT'S STARTING TO *OVERHEAT!*

THAT MUST BE THE REASON IT WAS BROUGHT TO *STARK'S* FACTORY... TO UNDERGO FINAL *REPAIRS!*

BUT, NO MATTER! WHATEVER *TONY STARK* CAN DO... *DR. OCTOPUS* CAN DO FAR *BETTER!*

WITH LUCK, I'LL HAVE IT *FIXED* BEFORE WE REACH OUR DESTINATION!

IT WON'T TAKE ME LONG TO ANALYZE THE *FORMULA* BEHIND THESE PRINTED CIRCUITS!

IT'S *UNCANNY!* THE MAN WHO *DESIGNED* THIS MUST BE AN ELECTRONICS *GENIUS!*

OUT OF MY *WAY*, YOU COSTUMED FOOL!

HOW WOULD *YOU* KNOW ABOUT ANY-THING SO HIGHLY *TECHNICAL?*

I'VE BEEN WONDERING THE *SAME* THING!

CAN IT BE THAT I'M SOME SORT OF *SCIENTIST?*

BUT, IF SO... WHY THE *MASK*... WHY THE *SECRET IDENTITY?*

NO! I'VE *GOT* TO ACCEPT *ONE FACT*...

I *MUST* BE A *CRIMINAL!* ...I *MUST* BE THE PARTNER OF *DR. OCTOPUS!*

BUT... IF ONLY I COULD REMEMBER... WHAT MY *REAL NAME* IS! I MUST HAVE *SOME* PRIVATE LIFE!

THE TRUCK IS *SLOWING DOWN!* THIS MUST BE THE *HIDEOUT* OF DR. OCTOPUS!

THAT'S STRANGE... WHY DON'T I THINK OF IT AS *OUR* HIDEOUT?

HERE WE *ARE*, BOSS!

WE *MADE* IT... JUST LIKE YOU SAID!

LONG HOURS LATER, AFTER WORKING HALF-WAY THROUGH THE NIGHT, THE DEMONIACAL EX-ATOM SCIENTIST FINALLY EXCLAIMS...

OF COURSE! NOW I KNOW WHAT'S WRONG!

THERE'S ONE PART THAT'S STILL MISSING!

AS A SAFETY FACTOR, THEY DIDN'T ASSEMBLE THE ENTIRE THING!

I SHOULD HAVE GUESSED IT SOONER!

ALL I NEED IS A SMALL QUANTITY OF ISOTOPE 16... WHICH IS STORED AT FT. TYSON, A SCANT FEW MILES FROM HERE!

BUT IT'S AN ARMY POST! HOW CAN YOU HOPE TO GET IN THERE?

I? I DON'T HOPE TO!

YOU'RE GOING TO DO IT FOR ME!

AND YOU'LL DO IT NOW!

WHY DO I FEEL THIS STRANGE SENSATION... THIS SUDDEN TINGLING...ALL THROUGH MY BODY!

IT'S LIKE A BUILT-IN WARNING OF SOME SORT...

...BUT, A WARNING OF.. WHAT??

DON'T JUST STAND THERE WHEN I GIVE YOU AN ORDER!

AND ANOTHER THING... BEFORE YOU GO, TAKE THAT MORONIC MASK OFF!

I WANT TO SEE WHO YOU ARE!

YOU MEAN... YOU DON'T KNOW?!!

I WAS A FOOL! THAT WAS MY FIRST MISTAKE! NOW I'VE AROUSED HIS SUSPICIONS!

I'D LIKE TO KNOW WHO I REALLY AM, TOO!

BUT...IF YOU DON'T KNOW MY IDENTITY.. HOW CAN WE BE PARTNERS??

I'VE GOT TO **CHANGE THE SUBJECT**... TAKE HIS MIND **OFF** WHAT'S JUST BEEN SAID!

THE EASIEST WAY IS TO PICK A **FIGHT!**

PARTNERS?? I'M **MORE** THAN YOUR **PARTNER!** I'M YOUR **BOSS! I** GIVE THE ORDERS HERE!

AND I'LL SHOW YOU WHAT **HAPPENS** TO THOSE WHO DARE **DEFY** ME!

THIS FEELING... THIS **WARNING**... IT'S STRONGER THAN **EVER**..!

EVEN THOUGH I CAN'T **REMEMBER**...EVEN THOUGH I DON'T REALLY **KNOW** YOU...

EVERY INSTINCT **WITHIN** ME WANTS TO **SMASH OUT**...TO **STRIKE**... TO **DESTROY** YOU..!

I THOUGHT... WITHOUT HIS **MEMORY**... HE'D BE EASY TO **CONTROL**! BUT... I WAS **WRONG!**

HE SOMEHOW **SENSES** I'M HIS ENEMY... ALTHOUGH HE CAN'T BE **CERTAIN!***

IT'S THAT **UNCERTAINTY** THAT MAKES HIM **HESITATE**...THAT GIVES **ME** THE ADVANTAGE IN A FIGHT!

* **WE** KNOW IT'S REALLY OUR HERO'S **SPIDER-SENSE** IN ACTION..BUT WHY SHOULD WE TELL OCK? ...**SNEAKY** STAN.

BUT THERE'S NO POINT IN FINISHING HIM OFF **NOW**...

NOT WHEN THERE STILL ARE **RISKS** HE CAN TAKE FOR ME!

WHY SHOULD I **CARE** WHETHER HE REMOVES HIS MASK OR **NOT?**

HIS **TRUE** IDENTITY DOESN'T MEAN A **THING** TO ME!

MAYBE I **CAN'T** REMEMBER THE PAST...

BUT ONE THING I **DO** KNOW... **NOBODY** CAN PUSH ME AROUND LIKE THAT--

NOBODY!

HERE'S WHERE I FIND OUT HOW GOOD A FIGHTER *SPIDER-MAN* REALLY *IS*...!

ENOUGH!

HOLD IT, YOU FOOL!!

THERE'S NOTHING TO BE *GAINED!*

I WAS JUST... EH... *TESTING* YOU...!

I WANTED TO BE *SURE* YOU WEREN'T TRYING TO *BETRAY* ME...TO BE SURE YOU REALLY *HAD* LOST YOUR MEMORY!

HAH! THAT DID IT!

ALL IT *NEEDED* WAS AN APPEAL TO HIS STUPID, MISPLACED SENSE OF *LOYALTY!*

I...CAN'T BE SURE... YOU'RE NOT *RIGHT!*

SO... UNTIL I *AM*...

I'LL HAVE TO GO *ALONG* WITH YOU!

GOOD! GOOD!

NOW PAY STRICT *ATTENTION!*

I'LL REFRESH YOUR MEMORY WITH THIS *MAP*... SHOWING THE ROUTE TO *FORT TYSON!*

THAT'S WHERE THE *ISOTOPE 16* IS KEPT UNDER 24-HOUR GUARD!

IT SHOULDN'T BE HARD FOR YOU TO *LOCATE*...

AN ELEMENT LIKE THAT IS *CERTAIN* TO BE STORED IN AN EASILY-RECOGNIZABLE *PLATINUM CONTAINER!*

AND NOW... YOU'RE ON YOUR *OWN!*

WHY DID I EVER TEAM UP WITH SOMEONE LIKE *HIM??*

...OR, CAN IT BE...THAT *I'M* JUST AS *BAD??*

A SHORT TIME LATER, IN ANOTHER SECTION OF TOWN, A WORRIED *GWEN STACY* DECIDES TO PAY A CALL--ACCOMPANIED BY PETER PARKER'S PUZZLED ROOMMATE, *HARRY OSBORN*...

NOBODY'S HEARD FROM PETER FOR *DAYS!*

PERHAPS HIS *AUNT MAY* KNOWS WHERE HE IS!

IF YOU ASK ME, HE GETS HIS *KICKS* BY ACTING LIKE A *MYSTERY MAN!*

HE WAS PROBABLY *JEALOUS* OF THE FUSS WE MADE OVER *FLASH* WHEN HE WAS HERE ON *FURLOUGH!*

AND THEN---

WHY NO... I HAVEN'T SEEN HIDE NOR HAIR OF PETER!

DO YOU...THINK THERE MIGHT BE... SOMETHING WRONG??

OF COURSE NOT, MRS. PARKER! YOU MUSTN'T UPSET YOURSELF!

HE MUST BE ON AN ASSIGNMENT FOR JONAH JAMESON!

YES... THAT MUST BE IT!

I HATE TO BE AN OLD WORRY-WART!

BUT I'VE BEEN SO UPSET EVER SINCE THE PAPERS HAVE BEEN SAYING THOSE HORRIBLE THINGS ABOUT THAT POOR, MISUNDERSTOOD DR. OCTOPUS!

THERE, THERE, MAY...

WE ALL UNDER-STAND!

HI, PRETTY PEOPLE!

DID YOU SEE THE LATEST IN JJJ'S RUMOR RAG?

LOOKS LIKE FEARLESS FLASH WILL HAVE TO FIND A NEW IDOL

DAILY BUGLE

EXTRA! SPIDER-MAN JOINS DR. OCTOPUS!

SPEAKING OF FINDING THINGS, MJ, HAVE YOU SEEN PETE ANYWHERE?

BITE YOUR TONGUE, BLONDIE!

THIS IS SERIOUS, LADY! EVEN HIS AUNT IS WORRIED!

DOES MACY'S TELL GIMBEL'S?

FINAL DAILY BUGLE EXTRA! SPIDER-MAN JOINS DR. OCTOPUS

I'LL BET HE REALLY IS OUT AFTER PICTURES OF SPIDEY AND OCK!

WHY CAN'T HE GET SOME OTHER PART-TIME JOB... INSTEAD OF TRYING TO SELL NEWS PICTURES TO THE BUGLE?

HE ALWAYS WANTED TO BE A SCIENTIST!

AND HE WILL BE, MAY DEAR..!

HE ONLY USES HIS CAMERA TO HELP SUPPORT HIMSELF.. AND YOU.. TILL HE GRADUATES!

IF ONLY I KNEW HE WAS ALL RIGHT!

BUT, MAY PARKER IS NOT THE ONLY WORRIED CITIZEN IN TOWN TODAY! LET'S LISTEN IN ON AN EMERGENCY MEETING OF POLICE AND MILITARY AUTHORITIES AT CITY HALL---

GENTLEMEN, ONE CONCLUSION IS INESCAPABLE...

WE MUST GET THAT NULLIFIER BACK AT ALL COSTS!

ALL AIR, TRAIN AND BUS TERMINALS ARE UNDER CONSTANT SCRUTINY!

OCTOPUS WILL NEVER GET OUT OF TOWN!

OUR MEN ARE STATIONED AT EVERY BRIDGE, HIGHWAY AND TUNNEL!

NOW, WITH SPIDER-MAN IN THE PICTURE...

OUR TASK IS DOUBLY DIFFICULT!

YOU'RE OVERLOOKING ONE THING, GENTLEMEN!

HE MAY NOT BE TRYING TO LEAVE THE CITY! WE'VE GOT TO CATCH HIM HERE!

LATER, WHEN THE CONFERENCE ADJOURNS ---

YOUR POINT WAS *WELL-TAKEN*, CAPTAIN STACY!

OCTOPUS MUST HAVE *KNOWN* HE COULDN'T LEAVE TOWN!

YES! AND HE'D HAVE PLANNED ACCORDINGLY!

IT WAS *GOOD* OF YOU TO COME OUT OF *RETIRE-MENT* TO ATTEND OUR MEETING, CAPTAIN!

AN OLD POLICE WAR-HORSE LIKE ME COULDN'T SAY *NO*, MY BOY!

PHONE CALL FOR YOU, CAPTAIN STACY!

GWEN? IS ANYTHING *WRONG*, DEAR? ARE YOU--? *WHAT?*

PETER PARKER? YES... I'VE HEARD YOU *MENTION* HIM! HE'S *MISSING*? SINCE WHEN?

WELL, I WOULDN'T WORRY, DEAR! BUT I'LL CHECK THE *ACCIDENT REPORTS*, IF YOU LIKE!

THANKS, DAD! IT WOULD MAKE HIS *AUNT* FEEL BETTER!

ONLY HIS *AUNT*, GWEN?

BUT, WHILE GORGEOUS GWENDOLYNE WORRIES ABOUT *PETER PARKER*...

...HIS AMAZING *ALTER-EGO* IS HURTLING TOWARDS... *DISASTER!!*

THERE'S THE FORT... JUST AHEAD OF ME!

BUT HOW DO I GET *IN*??

ACCORDING TO THIS *CHART*, IT'S ONE OF THE MOST *CAREFULLY-GUARDED* POSTS IN --- *WAIT!!*

THAT *TRAILER TRUCK* BELOW... CARRYING A SECTION OF *MISSILE!*

THAT'S MY TICKET!

I *STILL* DON'T FEEL RIGHT ABOUT INVADING A MILITARY POST--!

BUT, UNTIL I GET MY *MEMORY* BACK... I'VE GOT TO SEE THIS THROUGH!

I DON'T EVEN DARE *THINK* OF WHAT WOULD HAPPEN ---

...IF MY MEMORY SOMEHOW *NEVER* RETURNS!

THE ONLY THING I CAN'T *UNDERSTAND* IS---

IF I REALLY *AM* A CRIMINAL... WHY IS THIS SO *DISTASTEFUL* TO ME ??

AND, IF I'M *NOT* A CRIMINAL... WHY DO I WEAR THIS *MASK*..?

AND WHAT'S MY CONNECTION WITH A FULL-TIME CREEP LIKE *DOC OCK*!?

BUT I'D BETTER *FORGET* ABOUT THAT NOW!

AT LEAST-- UNTIL THE *JOB* IS DONE!

THAT *VENT* BELOW IS JUST WHAT I NEED!

WOW! I'M *LIFTING* IT LIKE IT'S *NOTHING*!

SURE WISH I COULD REMEMBER HOW I *GOT* MY POWERS!

WELL, HERE GOES *NOTHING!*

I'LL JUST CRAWL THROUGH THE WHOLE *SYSTEM*, UNTIL...

THIS COULD BE WHAT I'M AFTER!

ANYTHING WITH SO MANY *IRON BARS*...

MUST BE GUARDING *SOMETHING* MIGHTY IMPORTANT!

THERE IT *IS*... INSIDE THAT *CELL!*

I COULDN'T *MISS* THAT PLATINUM CANNISTER!

THERE'S THAT SAME NUTTY *TINGLING* AGAIN!

IF ONLY I KNEW WHAT IT *MEANT!!*

POOR SPIDEY! IF NOT FOR HIS *AMNESIA*, HE'D KNOW IT MEANS *TROUBLE!!*..LIKE SO...

IT'S SPIDER-MAN!

HE'S BROKEN INTO THE *ISOTOPE CHAMBER!!*

HE'LL NEVER GET *AWAY* WITH IT!

HOLD IT, MISTER!!

DON'T MAKE A *MOVE*... OR WE *FIRE!*

GUARDS!! THEY'VE *FOUND* ME!!

HE MUST BE *NUTS*...TRYING A STUNT LIKE THAT!!

CAN'T LET THEM GET ME--NO MATTER WHAT!

I'VE GOTTA MOVE FAST... DO THE UNEXPECTED!

HE'S NOT STOPPING!

HE'S MAKING A BREAK!

NAIL 'IM!

BUT, BEFORE THE STARTLED GUARDS CAN GET THE FAST-MOVING FUGITIVE IN THEIR SIGHTS, OUR HERO... MOVING BY SHEER REFLEX ACTION... DISARMS THEM IN A LIGHTNING-LIKE MANEUVER--!

SORRY, GENTS!

SINCE I'M NOT BULLETPROOF, TARGET PRACTICE MAKES ME NERVOUS..

...SPECIALLY WHEN I'M THE TARGET!

HELP!

THEY MUST HAVE CORNERED SPIDER-MAN!!

GET US OUT OF HERE!!

SOUNDS MORE LIKE HE CORNERED THEM!

LISTEN!! HELP'S COMING!!

WHERE'S..?

=WHUPPP!=

LOOK OUT!

THUD

NO TIME TO GO BACK THROUGH THE VENT..!

I'M HEADING FOR THE OPEN... BUT FAST!!

UH OH! I DROPPED THE MAP OCK GAVE ME!

BUT I'M NOT GOING BACK FOR IT NOW!

SECONDS LATER, SPIDEY SWINGS INTO THE ALL-CONCEALING SHADOWS OF NIGHT..!

IT'S STRANGE...I COULD HAVE WHISKED UP THE MAP WITH MY WEBBING!

--BUT I DIDN'T!

ALMOST AS IF I SUBCONSCIOUSLY WANT IT TO BE FOUND!

BUT...WHY WOULD I WANT THEM... TO BE ABLE TO TRACE ME ??

PERHAPS THE PSYCHOLOGY MAJORS AMONGST YOU CAN ANSWER OUR WEB-SLINGER'S QUERY...

WE CAN ONLY SHOW WHAT HAPPENS NEXT...

IT'S HARD TO BELIEVE ONE MAN GOT AWAY WITH IT!

NOT WHEN HIS NAME'S SPIDER-MAN!

IS IT TRUE..??

DID HE GET THE ISOTOPE?

'FRAID SO, COLONEL!

BUT LOOK WHAT HE DROPPED!

IT'S A MAP... SHOWING THE ROUTE HERE... FROM THE HEIGHTS SECTION AT THE CITY'S OUT-SKIRTS!

SPIDER-MAN'S CLEVER! IT COULD BE A RUSE... TO STALL US WITH A WILD-GOOSE CHASE!

STILL, IT'S OUR ONLY LEAD! LET ME SEE IT..!

HERE YOU ARE, SIR!

IF THIS IS GENUINE...IT PIN-POINTS THE AREA HE STARTED FROM... AND TO WHERE HE MAY BE RETURNING!

SERGEANT! I WANT A CHOPPER HERE WITHIN FIVE MINUTES...

...AND A SQUAD OF YOUR BEST MEN... ARMED TO THE TEETH!

WE'RE GONNA MOVE!!

THEN, AS THE NEWLY-ARRIVED WHIRLEYBIRD PREPARES FOR LIFT-OFF ...!

REMEMBER... I WANT AN IRON CORDON THROWN AROUND THE ENTIRE AREA!!

WE'LL MAINTAIN 24-HOUR RADIO-CONTACT!

IF A GRASSHOPPER SLIPS THROUGH, EVERY MAN RESPONSIBLE WILL ANSWER TO ME!

GOOD HUNTING, SIR!

MEANWHILE, AT THE EXECUTIVE OFFICES OF THAT WORLD-FAMOUS CITADEL OF CULTURE, THE *DAILY BUGLE*...

MY OWN *SON*... IN CHARGE OF *OPERATION NULLIFIER*... AND NOT A PEEP *OUT* OF HIM!!

BE *REASONABLE*, CHIEF! YOU *KNOW* THE COLONEL CAN'T GIVE YOU ANY CLASSIFIED INFO!

REASONABLE?? I'M *ALWAYS* REASONABLE!

...BUT I *WANT* THAT BLANKETTY-BLANK *STORY* AND I WANT IT *NOW*!!

WHERE'S *PARKER??* MAYBE *HE* KNOWS WHERE *SPIDER-MAN* IS!

NOBODY'S *SEEN* PETER FOR *DAYS*, MR. JAMESON!

WHY IS THAT FROSTY-FACED *FINK* NEVER HERE WHEN I *NEED* HIM??

AFTER ALL, SIR... HE'S ONLY A *PART-TIME* PHOTO-GRAPHER!

IT'S NOT AS IF YOU PAY HIM A *SALARY!*

SHE'S *RIGHT*, JJ!

SURE!! SURE!!

SHE'S RIGHT!! *HE'S* RIGHT!! *THEY'RE* RIGHT!! *EVERYBODY'S* RIGHT... EXCEPT J. JONAH *JAMESON!!*

AT LAST THE WORLD CAN SEE THAT *SPIDER-MAN* REALLY *IS* A CROOK...

AND I HAVEN'T *ONE* SINGLE PICTURE TO *GLOAT* OVER!

IT'S A COMMUNIST *PLOT*...

--TO DRIVE ME *BATTY!*

BUT, IF JOLLY *JONAH* THINKS THAT *HE* HAS TROUBLES, LET'S GET BACK TO *SPIDEY* ONCE MORE ---

I *MADE* IT!

BUT WHY DO I FEEL SO *UNHAPPY*... SO *ASHAMED* OF MYSELF!!

WHAT KIND OF CROOK *AM* I, ANYWAY?

HERE HE IS!

I *KNEW* THE FOOL WOULD *DO* IT!

ONCE I HAVE THAT CANNISTER OF *ISOTOPE 16*, THE NULLIFIER WILL BE *PERFECT*... AND THE WORLD WILL BE *MINE!*

BE *CAREFUL*, BOSS!

I *STILL* DON'T TRUST THAT WEB-SLINGIN' *WEASEL!*

HERE! THIS IS WHAT YOU SENT ME FOR!

WONDERFUL! WONDERFUL!

YOU'RE THE BEST PARTNER I EVER WORKED WITH!

WHEN HE GLOATS LIKE THAT...IT MAKES MY HACKLES RISE!!

WHY DO I FEEL SO GUILTY ABOUT WHAT I'VE DONE?

WHY DOES MY EVERY INSTINCT WANT TO GRAB THAT CANNISTER FROM HIM...AND RETURN IT TO THE BASE??!

BOSS.. LOOK!!

THE MAP!! HE DIDN'T BRING BACK THE MAP!!

YOU FOOL!! IT PINPOINTS OUR LOCATION HERE!!

WHERE IS IT?? WHAT DID YOU DO WITH IT??

ANSWER ME, YOU UNTHINKING CLOD!

NOT TILL YOU GET YOUR PAW OUT OF MY FACE, MISTER!!

THWIP!

THAT DOES IT!

THE GLOVES ARE OFF NOW!

YOU'VE SUDDENLY OUT-LIVED YOUR USEFULNESS TO ME!

WITH *ISOTOPE 16* IN MY POSSESSION... I DON'T NEED *YOU*...

I DON'T NEED *ANYONE!*

SO... I'LL *SHOW* YOU HOW *DR. OCTOPUS* REWARDS A *REBEL!*

I MAY NOT KNOW *WHO* I AM... OR HOW I GOT MIXED-UP WITH *YOU*...

BUT THERE'S *ONE* THING I'M PRETTY DARN *SURE* OF...

YOU WON'T CATCH ME TAKING *ANY-THING* LYING DOWN!

GOOD! *GOOD!* THE HARDER YOU FIGHT BACK, THE MORE I'LL *ENJOY* MY VICTORY!

=UNHHH!=

YOUR PUNY *SPIDER POWERS* CAN NEVER BE A MATCH FOR THE TENTACLES OF *DR. OCTOPUS!*

GOT TO WEB HIS *FEET*... BEFORE I BLACK OUT...!

THIP!

THIP!

TENTACLES... GETTING TOO *TIGHT*...

MOVE *FAST*.. SPIDER-MAN.. *FAST*...!

NOW! ALL I HAVE TO DO IS GET YOU *OFF-BALANCE*...

LIKE THIS!

I *DID* IT! I BROKE YOUR *HOLD!*

BUT NOT FOR *LONG!*

THE *NEXT* TIME I GET YOU... WILL BE THE *LAST* TIME!

DID YOU THINK MY *METAL ARMS* COULD DO NO MORE THAN *GRAB* YOU??

THEY CAN ALSO *SMASH OUT*...

WITH THE FORCE OF A *PILE-DRIVER!*

THOOM!

WHAT'S THAT *NOISE* I HEAR OUTSIDE??

SOUNDS LIKE AN *ENGINE*... GETTING *LOUDER*..!

IT'S AN ARMY 'COPTER!

THE MAP HE DROPPED--- MUST HAVE LED THEM HERE!

QUICK...GET THE OTHERS--- HEAD THEM OFF!

IT'S SPIDER-MAN'S FAULT!

AND, IN THE HOVERING SHIP---

WE'VE FOUND THEM!

TAKE 'ER DOWN!

THEN, BEFORE THE MULTI-ARMED MENACE'S FEW REMAINING MEN CAN HEAD FOR SAFETY...

TAKE ANOTHER STEP AND WE FIRE!

DON'T SHOOT! DON'T SHOOT!

WE'RE NOT TAKIN' LEAD FOR DOC OCK!

HE'S THE ONE YOU WANT!

KEEP 'EM UNDER WRAPS, CORPORAL!

THE REST OF YOU---SURROUND THE HOUSE! --MOVE!

MY OWN MEN--- THEY LET ME DOWN!

BUT I DON'T NEED THEM! --DON'T NEED ANYONE!

---NOT AS LONG AS I HAVE--- THE NULLIFIER!

BUT, EVEN AS THE GRASPING TENTACLES REACH OUT FOR THE STOLEN WEAPON ---

SMOKE GRENADES!

COVERING THE WHOLE ROOM! I--I CAN'T SEE..!

THE NULLIFIER! IT WAS RIGHT AHEAD OF ME---I'VE GOT TO REACH IT!

COLONEL! HE'S TRYING TO DISPEL THE SMOKE ... BY WHIRLING HIS TENTACLES!

IT DOESN'T MATTER NOW!

WE'VE GAINED OUR OBJECTIVE! DOC OCK IS TRAPPED!

BUT WHAT ABOUT THE WEB-SLINGER, SIR ??

SPIDER-MAN!! WHERE ARE YOU? GO AFTER THEM!

IT'S YOUR NECK, YOU FOOL ... AS WELL AS MINE!

FORGET ABOUT SPIDER-MAN!

OUR FIRST JOB IS TO GRAB THAT NULLIFIER!

THE SMOKE IS CLEARING... I CAN SEE IT NOW!

THERE'S SPIDER-MAN ... ON THE WALL!

HE LOOKS BEWILDERED ... UNCERTAIN ABOUT WHAT TO DO!

HURRY, YOU WALL-CRAWLING WEASEL!!

SCOOP UP THEIR GUNS WHILE I DISARM THEM!

HE'S MOVING LIKE A MAN IN A TRANCE!

OCTOPUS IS THE ONE I'VE GOT TO STOP!

OCK'S ARMS ARE OPERATED MECHANICALLY!

AND THE NULLIFIER WILL PUT ANYTHING MECHANICAL OUT OF ACTION!

SO HERE GOES..!

HIS TENTACLES... THE NULLIFIER IS CAUSING THEM TO DROP AWAY FROM HIS BODY!

MY HARNESS APPARATUS ...IT'S DEACTIVATED! WON'T HOLD MY MECHANICAL ARMS!!

BUT... YOU HAVEN'T BEATEN ME YET!!

THE NULLIFIER CAN'T STOP... SPIDER-MAN!!

ZZZZZZZZ

HURRY...IT'S THE ONLY WAY TO SAVE YOURSELF!

YOU'RE A CRIMINAL... LIKE ME! THEY'LL FIGHT YOU... IMPRISON YOU! YOU'VE GOT TO DESTROY THEM!

OUR PETTY QUARREL DOESN'T MATTER!

YOUR OWN LIFE IS AT STAKE! YOU CAN'T LET THEM KILL YOU!

NOBODY IS GONNA KILL ME! I'M THROUGH BEING PUSHED AROUND!

HEAR THAT? YOU BETTER RUN... ALL OF YOU! CLEAR OUT WHILE YOU CAN!

YOU'RE NO MATCH FOR SPIDER-MAN!

AND YOU KNOW IT!

HE'S MY PARTNER! HE DOES WHATEVER I SAY!

HE CAN BEAT YOU WITHOUT HALF TRYING! SO DOC OCK WINS AGAIN!

THAT'S IT! THAT'S IT! GRAB THE NULLIFIER! THEY CAN'T STOP YOU!

DON'T TRY IT, MISTER! YOU CAN'T FIGHT THE U.S. ARMY!

IT'S NOT THE WHOLE ARMY! ...JUST A HANDFUL OF FOOLS!

ATTACK THEM...SMASH THEM! WHAT ARE YOU WAITING FOR?!!

LOOK, COLONEL..!

IT'S UP TO YOU, SPIDER-MAN!

MAKE YOUR MOVE..!

I DON'T KNOW WHAT HAPPENED... HOW I GOT MIXED-UP IN ALL THIS...

BUT, ONE THING I DO KNOW...

I'M...NO PARTNER.. OF HIS..!

THEN...I WAS RIGHT ABOUT YOU!

THE NULLIFIER IS SAFE ONCE MORE!

ALL RIGHT, MEN ... TAKE *DR. OCTOPUS* INTO CUSTODY...

AND POST A 24-HOUR *GUARD* OVER THOSE MECHANICAL TENTACLES --- JUST IN *CASE!*

NO! YOU *CAN'T!* YOU CAN'T TAKE THEM *FROM* ME! I KNOW MY *RIGHTS..!*

FINE! YOU CAN TELL US ALL *ABOUT* THEM---

DURING YOUR *TRIAL!*

WHAT ABOUT *SPIDER-MAN,* COLONEL?

HE'S AS GUILTY AS *I* AM!

YOU'VE GOT TO TAKE *HIM,* TOO!

I'M AFRAID YOU'LL HAVE TO COME ALONG *WITH* US!

BUT I'LL DO WHATEVER I *CAN..* IN YOUR BEHALF!

NO!

DON'T MAKE IT *TOUGH* FOR YOURSELF!

I *CAN'T* LET YOU GO!

NOBODY'S LOCKING ME UP!

I'VE GOT TOO MUCH TO *FIGURE OUT...*

AND I CAN ONLY *DO* IT IF I'M *FREE!*

WAIT!

IF YOU RUN OFF *NOW...*

YOU'LL BE A *FUGITIVE...* FOREVER--!

I CAN STILL *WING* 'IM, SIR!..!

NO! HOLD YOUR *FIRE!*

I'LL ASSUME THE RESPONSIBILITY FOR HIS ESCAPE!

THERE'S *MORE* TO HIS INVOLVEMENT IN THIS THAN MEETS THE *EYE!*

MINUTES LATER, IN THE HEART OF THE SPRAWLING CITY---

I'M *SAFE* AT LAST!

BUT... SAFE TO DO *WHAT?*... TO GO *WHERE?*

I *STILL* DON'T KNOW WHO I REALLY *AM!*

OR EVEN--- WHAT I *LOOK* LIKE!

I'VE GOT TO SEE MY *FACE..!*

BUT THEN ---

IT TELLS ME *NOTHING!*

IT'S LIKE LOOKING AT A *STRANGER!*

ALL I KNOW IS... I'M SOMEONE CALLED *SPIDER-MAN!* SOMEONE WITH *NO YESTERDAYS--*

AND... WITH NO *TOMORROW!*

NEXT: THE COMING OF KA-ZAR!

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL™ COMICS GROUP

12¢ IND. 57 FEB

MCG

FEATURING: THE POWER OF KA-ZAR!

YOU MAY LIKE THIS YARN OR LOATHE IT ...BUT WE PROMISE YOU THIS...YOU'LL NEVER FORGET IT!

THE AMAZING SPIDER-MAN!™

"THE COMING OF KA-ZAR!"

ALTHOUGH SPIDEY FINALLY DEFEATED *DOC OCK* LAST ISSUE... THE WEB-SPINNER *LOST HIS MEMORY* IN THE PROCESS!

AND SO, WE FIND HIM NOW...

I MAY NOT BE ABLE TO REMEMBER WHO I *AM*...

BUT THERE'S ONE THING I *DO* KNOW...

I'M HALF-*STARVED!*

SO I'M JUST GONNA PRETEND I WAS *INVITED* TO THAT LITTLE WING-DING!

IT'S *SURPRISE-TIME* AGAIN! NOT ONLY DID *SMILIN' STAN LEE* And *JAZZY JOHN ROMITA* PUT THIS THRILLER TOGETHER, BUT *DASHIN' DON HECK* FINISHED THE PENCILLING, AIDED BY: *MICKEY DEMEO*, EMBELLISHER AND *SAM ROSEN*, LETTERER.

HEROES, ONE AND ALL!

CO-FEATURING: *ZABU* THE SAVAGE, SENSATIONAL *SABER-TOOTH!*

LOVELY PARTY, ISN'T IT?
THERE'S NOTHING LIKE HAVING YOUR *DINNER* OUT-OF-DOORS!
THAT *SANDWICH*... FLOATING IN THE *AIR!*
I BEG YOUR PARDON??
ONE OF THE SANDWICHES IS...IS...
FLYING AWAY!

LESTER, ARE YOU *SURE* YOU HAVEN'T BEEN DRINKING TOO MUCH *PUNCH??*
RIGHT *NOW* I..I'M NOT SURE OF *ANYTHING!*
MY COMPLIMENTS TO THE *CHEF!*
I'D LIKE TO GO BACK FOR *SECONDS...*
BUT NO SENSE PUSHING MY *LUCK* TOO FAR!

OKAY...SO I WON'T *STARVE* FOR A WHILE!
BUT WHAT DO I DO *NEXT?*
I DON'T EVEN KNOW WHERE I *LIVE!*
I'VE GOT TO FIND *SOME* PLACE TO SLEEP!

MY BEST BET IS TO SEEK THE *HEIGHTS...*
WHERE THE *POLICE* WON'T FIND ME!
I'M SURE TO FIND *SOME* LONELY LEDGE WHERE I CAN GRAB A LITTLE SHUT-EYE!
IF ONLY MY *MEMORY* WOULD RETURN!
IF ONLY I KNEW WHO I *AM*... WHERE I'M *FROM!*

I NEVER REALIZED HOW *EMPTY* YOU CAN FEEL...
OH *NO!* NOW IT'S STARTING TO *RAIN!*
I CAN'T STAY *HERE!* I'VE GOT TO FIND A *DRY* SPOT SOMEWHERE!
NOT EVEN KNOWING YOUR OWN *NAME!*
BOY, I MAY NOT KNOW MY *NAME,* BUT I'M SURE OF *ONE* THING...
I'M PROBABLY THE *ORIGINAL* HARD-LUCK CHARLIE!

IT'S PROBABLY SMARTER FOR ME TO KEEP MY *MASK* ON!
THERE MUST BE *SOME* REASON WHY IT'S PART OF MY COSTUME!
THERE--*THAT* LOOKS LIKE A GOOD SPOT..!

WELL, IT'S NOT EXACTLY THE *WALDORF*...

BUT AT LEAST IT'S *DRY!*

AND SO, WEARY AND WAN... UNAWARE OF HIS PAST... UNSURE OF THE PRESENT... AND UNSUSPECTING THE MENACE OF THE FUTURE -- THE AMNESIA-STRICKEN YOUTH FINALLY DROPS OFF INTO A FITFUL, TROUBLED SLUMBER ATOP THE CAVERNOUS RAILROAD TERMINAL ---

WHILE, INSIDE THE MODEST HOME WHICH HIS *AUNT MAY* SHARES WITH HER CLOSEST FRIEND, WE FIND MRS. PARKER FAR TOO *WORRIED* ABOUT HER NEPHEW'S *DISAPPEARANCE* TO BE ABLE TO FALL ASLEEP...

HE'S *NEVER* BEEN AWAY THIS LONG... WITHOUT *CALLING* ME... WITHOUT SOME *EXPLANATION!*

SOMETHING *TERRIBLE* MUST HAVE HAPPENED!

I.. I JUST *KNOW* IT!

WHAT IF HE'S *HURT*... IN *TROUBLE* SOMEWHERE..?

WHAT IF HE *NEEDS* ME..?

HOW CAN I LIE IN *BED* THIS WAY.. WITHOUT *KNOWING*... WITHOUT ANY *WORD* FROM HIM?

I'VE GOT TO CALL HIS *ROOMMATE* AGAIN!

PERHAPS YOUNG *OSBORN* HAS HEARD SOMETHING BY NOW!

OR... ARE THEY *KEEPING* ANYTHING FROM ME?

WHAT IF... THEY'RE AFRAID.. TO *TELL* ME..?

EXACTLY FIFTEEN SECONDS LATER...

MAY!

IT'S WHAT I'VE BEEN *DREADING*..!

WORRYING ABOUT *PETER* HAS BEEN TOO *MUCH* FOR HER!

SHE'S *COLLAPSED!*

DR. BROMWELL... YOU'VE GOT TO COME AT ONCE!

OR... PERHAPS IT WOULD BE BETTER... TO SEND AN AMBULANCE!

AND, AS THINGS SEEM TO GET FROM BAD TO WORSE...

IF I HAD MY WAY, YOU'D BE BUSTED TO PRIVATE, COLONEL JAMESON!

HE HAD NO RIGHT, TO LET SPIDER-MAN ESCAPE!

LET'S NOT FLY OFF THE HANDLE UNTIL WE'VE HEARD FROM THE COLONEL, GENTLEMEN!

THANK YOU, CAPTAIN STACY!

COLONEL JAMESON IS UNDER MY COMMAND!

HIS ORDERS WERE TO RETRIEVE THE STOLEN NULLIFIER...

--NOT TO APPREHEND COSTUMED CRIMINALS!

HOWEVER, THE CITY COUNCIL DOES DESERVE AN EXPLANATION, COLONEL!

WHY DID YOU MAKE NO ATTEMPT TO CAPTURE THE SO-CALLED SPIDER-MAN?

BECAUSE HE HAD SAVED MY LIFE THREE TIMES IN THE PAST, SIR!

I--COULDN'T OVERLOOK THAT FACT!

SAVED YOUR LIFE?

WHEN? HOW?

I'VE MADE A STUDY OF SPIDER-MAN'S RECORD, GENERAL!

ONE OF HIS EARLIEST EXPLOITS WAS SAVING A SPACE CRAFT WHICH THE COLONEL WAS PILOTING...

WHILE HE LATER RESCUED HIM FROM THE RHINO... AND FINALLY FROM DR. OCTOPUS HIMSELF!*

IN FACT, HIS RECORD MAKES IT DIFFICULT TO BELIEVE SPIDER-MAN COULD REALLY HAVE TURNED BAD!

I CAN SEE YOUR POINT, CAPTAIN STACEY!

*SPI. # 1, 41 AND 56. --SUCCINCT STAN.

FINALLY, AT THE CONCLUSION OF THE STORMY MEETING...

I NEVER KNEW YOU WERE SO FAMILIAR WITH SPIDER-MAN'S BACKGROUND, CAPTAIN!

AS AN EX-POLICE OFFICER, I FIND HIS HISTORY FASCINATING!

JOHN! I THOUGHT YOU'D NEVER COME OUT, BLAST IT!

THE MORE I LEARN... THE MORE HE MYSTIFIES ME!

IS IT TRUE? DID YOU LET THAT WEBBED WEASEL ESCAPE??

I DID WHAT I THOUGHT WAS RIGHT, DAD!

BY THE WAY, DO YOU KNOW CAPTAIN STACY? HE ACTS AS A SPECIAL CONSULTANT TO THE CITY COUNCIL ON POLICE MATTERS...!

NEVER MIND THAT! ALL I CARE ABOUT IS MY OWN SON LETTING THAT MASKED MURDERER GO SCOT FREE!

THERE'S NO PROOF THAT HE'S EVER MURDERED ANYONE, JAMESON!

WHO NEEDS PROOF??

EVERYONE KNOWS HE'S A ROTTEN, LOW-DOWN, NO-GOOD KILLER!

BUT *THIS* TIME I *KNOW* HOW TO FINISH HIM OFF!

THERE'S SOMEONE *ARRIVING* IN THE CITY... SOMEONE WHO'LL BE ABLE TO MAKE *MINCEMEAT* OF THAT COSTUMED CREEP!

YOUR FATHER IS A VERY *DETERMINED* MAN, MY BOY!

THAT'S PUTTING IT *MILDLY*, CAPTAIN!

I'LL FIND A WAY TO DO WHAT MY OWN *SON* WOULDN'T DO!

AND, AT THAT VERY MOMENT---AT *JFK* AIRPORT---

LORD PLUNDER...IS IT TRUE THAT YOU PREFER BEING CALLED *KA-ZAR*, LORD OF THE JUNGLE??

AND, WOULD YOU TELL US *WHY* YOU'VE COME TO THE *UNITED STATES*?

WHAT ABOUT THE FACT THAT IT TOOK AN *ACT OF CONGRESS* TO ALLOW YOU TO BRING THAT *BEAST* WITH YOU?

I TRAVEL *NOWHERE* WITHOUT *ZABU!*

THE WHOLE *NATION* IS WONDERING WHY YOU'VE *COME* HERE...!

IT IS PURELY *PERSONAL!*

I MUST DISCUSS *LEGAL MATTERS* ABOUT MY ESTATE...WITH MY *LAWYER!*

HOW ABOUT A STORY FOR OUR *FEMALE* READERS, KA-ZAR?

WHAT DOES IT *FEEL* LIKE TO BECOME A BLUE-BLOODED *NOBLE-MAN* AFTER HAVING LIVED AS A *SAVAGE* ALL YOUR LIFE?

YOU'D BETTER KEEP ---A TIGHT REIN ON THAT *SABER TOOTH!*

IF HE EVER... BREAKS *LOOSE..!!*

HOW DO YOU PLAN TO *USE* YOUR NEWLY-INHERITED *FORTUNE??*

I HAVE NOTHING MORE TO *SAY!*

THEN, SECONDS LATER...

L-LORD PLUNDER...ARE YOU *S-SURE* YOUR P-PET IS...*HARMLESS??*

HE WILL NOT *ATTACK*... WITHOUT MY *COMMAND!* ...DRIVE *ON!*

THERE ARE MANY PEOPLE WHO WANT TO *SEE* YOU, M'LORD!

I WISH TO SEE *NO ONE!*

MINUTES LATER...

BUT...WHAT ABOUT THE *PRESS?* ...THE *TV..??*

THEY ARE NO CONCERN OF *MINE!*

NOW *GO!*

KA-ZAR WISHES TO SPEAK *NO MORE!*

AT LAST!!

I CAN *FREE* MYSELF OF THE UNBEARABLE TRAPPINGS OF *CIVILIZATION!*

AT LAST I CAN *MOVE*... I CAN *BREATHE*...

...I CAN BE... *KA-ZAR!*

WHILE, OUTSIDE THE JUNGLE LORD'S DOOR...

IMAGINE THEM TELLING *ME* THAT THE WILD MAN DOESN'T WANT TO BE *DISTURBED!*

AS IF *J. JONAH JAMESON* WILL EVER TAKE *NO* FOR AN ANSWER!

3A

C'MON!! OPEN *UP* IN THERE

YEOWR!

DOWN, ZABU!!

KA-ZAR GAVE NO COMMAND!

WERE YOU NOT *TOLD* I WILL SEE NO ONE?

YES! BUT...WHAT I HAVE TO *SAY*... TO YOU...IS VITALLY *IMPORTANT..!*

THEN *SPEAK!*

HE'S *TERRIFIC!* SPIDER-MAN WON'T HAVE A *CHANCE* AGAINST HIM!

I'LL PAY YOU *TEN THOUSAND DOLLARS* TO DEFEAT *SPIDER-MAN* IN BATTLE!

MONEY MEANS *NOTHING* TO ME!

IT'S NOT JUST THE *MONEY...!*

YOU'LL BE RIDDING THE WORLD OF A DANGEROUS, DEADLY *MENACE!*

NOBODY *ELSE* HAS BEEN ABLE TO *CATCH* HIM...TO *BEAT* HIM...!

NOBODY *ELSE* HAS HAD THE *STRENGTH*...PLUS THE *COURAGE*...AND THE *BRAINS!!*

IT HAS BEEN *TOO LONG* SINCE KA-ZAR DID BATTLE WITH A POWERFUL *FOE!*

BUT, I DO NOT *KNOW* YOU! YOUR MANNER *DISPLEASES* ME!

IF I COULD BUT FIND THE ONE CALLED *DAREDEVIL*.. TO ADVISE ME...!

NUTS! YOU DON'T NEED *HIM!*

I PUBLISH THE MOST IMPORTANT *NEWSPAPER* IN THE CITY! *ANYONE* CAN VOUCH FOR *J. JONAH JAMESON!*

I'M JUST TALKING TO YOU AS ONE PUBLIC-SPIRITED CITIZEN TO ANOTHER!

VERY WELL! YOU MAY TELL ME *MORE..!*

AT THAT MOMENT, IN ANOTHER PART OF TOWN...

PETE'S *NEVER* STAYED AWAY SO LONG BEFORE! SOMETHING *MUST* BE WRONG!

AND I CAN'T HELP FEELING THAT *I'M* PARTIALLY TO *BLAME!*

HE WAS PROBABLY *WORRIED*... OR IN *TROUBLE..!*

AND I GAVE HIM THE *BRUSH!*

BUT MAYBE I CAN *STILL* MAKE UP FOR IT!

IF ONLY I COULD FIND OUT WHERE HE *IS!*

I HATE TO *PRY*... AND YET...

PERHAPS I CAN FIND SOME *CLUE* HERE IN HIS *ROOM..!*

HE MAY HAVE LEFT A *NOTE*.. OR EVEN AN *ADDRESS!*

WHAT CAN *THIS* BE...ON THE FLOOR OF HIS *CLOSET?*

IT LOOKS LIKE..A *SPIDER* INSIGNIA!

PETE WAS ALWAYS *PHOTO-GRAPHING* SPIDER-MAN!

BUT, HOW DID IT GET *HERE?*

THEN, ALTHOUGH OBLIVIOUS TO ITS REAL PURPOSE, THE STARTLED YOUTH SEIZES ONE OF OUR HERO'S LITTLE *SPIDEY TRACERS..!*

IT'S NOT JUST AN *ORNAMENT..!*

IT'S SOME SORT OF MINIATURIZED ELECTRONIC *WIRELESS DEVICE!*

AND... I'LL BET *ANYTHING...* THAT IT BELONGS TO *SPIDER-MAN* HIMSELF!

IT CAN ONLY MEAN THE WEB-SLINGER WAS *HERE...*

HE CAPTURED PETE!!

A SHORT TIME LATER, OUR SPIDERY SUPER-STAR IS AWAKENED BY AN URGENT RADIO *BULLETIN...*

HUH? WHAT'S THAT..?

...A MISSING COLLEGE FRESHMAN IS REPORTED TO BE A VICTIM OF *SPIDER-MAN!*

SOMEONE *MENTIONED* ME!

ONLY *ONE* VOICE, SO FAR, HAS BEEN RAISED IN THE WEB-SPINNER'S *DEFENSE..!*

AIR FORCE COLONEL *JOHN JAMESON* STILL SUPPORTS SPIDER-MAN'S *INNOCENCE!*

BUT THE QUESTION STILL REMAINS...WHY DID THE MASKED MYSTERY MAN CAUSE THE *DISAPPEARANCE* OF YOUNG *PETER PARKER*

SO! THAT COLONEL JAMESON THINKS I'M *INNOCENT,* EH?

HE MAY KNOW MORE ABOUT ME THAN *I* KNOW MYSELF!

LOOKS LIKE I'D BETTER GO *FIND* THAT GENT... BUT *FAST!*

PETER PARKER! WONDER WHY THAT NAME SEEMS TO RING A *BELL?*

MUST BE SOMEONE I'VE *KNOWN--!*

BUT... *WHO??*

HER CONDITION IS *90% EMOTIONAL!*

HER BEST *MEDICINE* WOULD BE KNOWING THAT HER *NEPHEW* IS SAFE AND WELL!

--PETER--

WHY DID I FEEL THAT SUDDEN *TWINGE* AS I SWUNG PAST THE *HOSPITAL*??

BETTER *HURRY*, SPIDER-MAN---!

YOU'RE BEGINNING TO *CRACK UP!*

FINALLY---

DON'T PANIC, PEOPLE!

I JUST WANNA *TALK!*

I WAS *HOPING* YOU'D BE AT POLICE HEAD-QUARTERS!

SPIDER-MAN!

LISTEN..! BEFORE ANYONE SAYS *ANYTHING*... I NEED *HELP!*

I DON'T KNOW WHO I *AM*...OR WHAT I'VE *DONE!* I DON'T KNOW *ANYTHING!*

I'VE LOST MY MEMORY!

YOU MEAN... YOU'VE GOT *AMNESIA?!!*

BETTER *LEVEL* WITH US, MISTER!

IT *COULD* BE THE *ANSWER!*

BUT HOW DO YOU EXPLAIN TEAMING UP WITH *DR. OCTOPUS?*

I *CAN'T* EXPLAIN IT! I CAN'T EXPLAIN *ANYTHING!*

IF HE *IS* TELLING THE TRUTH, COLONEL--!

BUT, BEFORE CAPTAIN STACY CAN FINISH HIS SENTENCE ...

DAD! HAS THERE BEEN ANY WORD ABOUT PETER PAR---*OH!* YOU'RE *BUSY!* I'M SORRY I---

SPIDER-MAN!

GWEN! YOU SHOULDN'T *BE* HERE NOW, DEAR!

STAY *BACK*, MISS STACY! BE *CARE-FUL!*

I *HEARD* THE RADIO REPORT!

WHAT HAVE YOU *DONE* TO PETER PARKER??

WHERE *IS* HE??

I DON'T *KNOW*, MISS!! ---*HONEST!*

WHY DO I FEEL--AS THOUGH I *KNOW* HER??

HER *PERFUME*-- THE VERY *TOUCH* OF HER MAKES MY *HEART* POUND!!

BUT, YOU *MUST* KNOW! HE WAS TRYING TO GET SOME *NEWS PHOTOS* OF YOU!

EASY, GWEN! TRY NOT TO *ANTAGONIZE* HIM!

IF HE REALLY *HAS* AMNESIA ... IF HE CAN'T REMEMBER THE *PAST*...

THEN, HE MIGHT DO *ANYTHING!*

WE'RE NOT *GETTING* ANYWHERE!

WAIT! DON'T *GO--!*

THERE *MUST* BE A WAY...!

IT'S *NO USE*, COLONEL!

THERE'S NO STOPPING HIM *NOW!*

I THOUGHT YOU'D BE ABLE TO *HELP*...

BUT I'M MORE *CONFUSED* THAN EVER!

IF HE'D ONLY GIVEN US MORE *TIME!*

DAD... DO YOU THINK... HE'S *HURT* PETER PARKER?

IN HIS CONDITION... *ANYTHING* IS POSSIBLE!

AND THE SAME GOES FOR *KA-ZAR*, AS WELL...!

I HAVE HEARD *ENOUGH!*

I WILL *FIND* YOUR *SPIDER-MAN!*

GOOD! GOOD!

HE'LL MAKE *MINCEMEAT* OUT OF THAT WEB-HEAD!

THE MAN *JAMESON* REMINDS ME OF A HUMAN *JACKAL*...

BUT IT IS NOT FOR *KA-ZAR* TO JUDGE!

HEAD DUE *SOUTH*... TOWARDS *GRAND CENTRAL STATION!*

THAT'S WHERE HE WAS LAST *SIGHTED!*

AND, WHEN YOU *FIND* HIM...

GIVE 'IM ONE FOR *ME!*

THOUGH THE *JUNGLE* IS MORE TO MY *LIKING*...

THIS *CITY* MAY PROVE MORE *INTERESTING* THAN I HAD HOPED!

BUT NOW... I NEED A *WEAPON!*

HEY! COME *BACK* HERE!

YOU CAN'T TAKE THAT *ROPE*... AND *GRAPPLING HOOK!!*

ON THE *CONTRARY*.. I JUST *DID!*

I SHALL *RETURN* THEM WHEN I AM DONE!

THIS IS GRAND CENTRAL TERMINAL!

AND THE SCENT OF A *MAN* STILL LINGERS FROM THE *RAFTERS!*

THE *SPOOR* TELLS ME HE *LEFT*... SCANT MINUTES AGO!

I MUST *FOLLOW* THE SCENT...

FOR AS LONG AS I *CAN!*

AH! THIS TELLS ME I AM ON THE RIGHT *TRACK!*

A PIECE OF *FIBRE*...

FROM SOME SORT OF *COSTUME!*

I'M *GAINING* ON HIM--!

THE SCENT IS GROWING *STRONGER* EVERY SECOND!

IT LEADS INTO THAT *WINDOW* YONDER--!

HOW CAN WE PROVE SPIDER-MAN *INNOCENT*...

WHEN EVEN *HE* CAN'T HELP US NOW?

HAH! THE TRAIL GROWS EVER *WARMER!*

I'M HOPING THAT HE *RETURNS!*

THEN, AFTER ANOTHER SHORT INTERVAL OF SKYSCRAPER-SWINGING ---

THE FAINT TRACE OF A GOSSAMER-THIN *WEBBING!*

NONE BUT *KA-ZAR* COULD HAVE SIGHTED IT!

I AM ALMOST *UPON* HIM!

WHILE, JUST AROUND THE CORNER ---

SURELY, A *NEWSPAPER* MIGHT HELP ME TO *REMEMBER!*

--IF I COULD SEE THE OLD *CLIPPINGS!*

SPIDER-MAN!!

OH... YOU *KNOW* ME!

DON'T CALL THE POLICE! I WON'T HURT YOU!

ALL I WANT IS *INFORMATION!*

I'VE LOST MY *MEMORY...*

AND *SOMEONE'S* GOT TO HELP ME RECAPTURE MY *PAST!*

I'LL HELP! I'LL *HELP!!*

THAP!

THE *LAW* THINKS I WAS THE *PARTNER* OF DR. OCTOPUS!

BUT, I CAN'T *BELIEVE* IT!

ARE THERE *NEWSPAPER* RECORDS OF US WORKING TOGETHER IN THE *PAST?*

YOU... REALLY *MEAN*... WHAT YOU'RE SAYING!

YOU REALLY *DON'T* REMEMBER, DO YOU?

THE *PAST* IS LIKE A CLOSED DOOR TO ME!

IF HE DOESN'T REMEMBER THAT *OCTOPUS* WAS HIS *ENEMY*...

THEN HE DOESN'T REMEMBER ABOUT *ME*, EITHER!

THIS IS YOUR *CHANCE*, JONAH!

...DON'T FUMBLE THE BALL!

YOU'VE COME TO THE *RIGHT* PLACE, MY BOY!

JOLLY JONAH JAMESON IS *JUST* THE MAN TO HELP YOU!

I'VE ALWAYS BEEN A FAITH-FUL *FAN* OF YOURS!

A *FAN??*

YES! YES! YES!

YOU'RE MY ABSOLUTE *IDOL!*

THOUGH I LIKE YOU BETTER *WITHOUT* YOUR MASK!

THEN... YOU *KNOW* WHO I *AM?*

IT'S *WORKING!* IT'S *WORKING!*

BUT, BEFORE THE UNCOMPREHENDING AMNESIAC CAN REMOVE HIS *MASK*...

KA-ZAR!

NOT *NOW*, YOU FOOL!! NOT *NOW*!

I ALMOST *HAD* HIM!

AT LAST I'VE *FOUND* YOU!

NOW WHAT--?

GO AWAY! LET *ME* DO IT!

IT'S MY CHANCE TO REALLY BE A *HERO*!

HE WAS JUST STARTING TO *TRUST* ME..!

YOU *TOLD* ME TO CATCH SPIDER-MAN!

BUT I DIDN'T MEAN RIGHT *NOW*!

HE DARES TO *LUNGE* AT ME!

AT *KA-ZAR*... WHO CAN DODGE THE ATTACK OF THE FASTEST *CHEETAH*!

HE'S *RIGHT*!

HE *SIDE-STEPPED* LIKE A PRO!

WHO NEEDED *KA-ZAR*?!!

ANOTHER TWO SECONDS AND I'D HAVE KNOWN WHO HE *IS*!!

I'LL LET MYSELF KEEP *GOING* OUT THE WINDOW, AND THEN TOSS MY WEB AT---

HEY!!

GOT YOU!

I DON'T KNOW WHO HE *IS*...

BUT I HEARD THAT MOUSTACHED MANIAC CALL HIM *KA-ZAR!*

AND IT SURE LOOKS LIKE HE'S *NO* FRIEND OF *MINE!*

STOP *SQUIRMING!*

YOU CANNOT ESCAPE FROM KA-ZAR'S *SNARE!*

OH *NO??*

UNHHH!

DIDN'T *EXPECT* ME TO PULL YOU OFF-BALANCE WITH MY *FOOT*, DID YOU?

HAVE TO *BRACE* MY-SELF...SO I DON'T LET HIM *FALL!*

WOW! HOW *EASILY* HE GRABBED ONTO THAT *POLE!*

HE DOESN'T *NEED* ANY HELP!

KA-ZAR IS IN *LUCK!*

YOU ARE TRULY A *WORTHY* FOE!

I REGRET THAT YOU ARE STEEPED IN THE WAYS OF VILLAINY!

ONE SUCH AS YOU MIGHT HAVE MADE A FITTING FRIEND FOR KA-ZAR!

=WHEW!= RIGHT NOW IT LOOKS LIKE I CAN USE ALL THE FRIENDS I CAN GET!

BUT HOW DO YOU GET FRIENDLY WITH A FREE-SWINGING CLOWN WHOSE BODY-SCISSORS GRIP FEELS LIKE A STEEL VISE?!!

SURRENDER, MASKED MAN!

SURRENDER, OR I CONTINUE THE PRESSURE TILL YOU BLACK OUT!

'ZAT SO?

=UHHHH!=

WOP!

I HATE TO BE A SPOIL-SPORT...

BUT I'VE ALREADY HAD MY NAP!

AND I'M NOT ABOUT TO TAKE ANOTHER ONE!

HE'S FALLING!

I--I DIDN'T WANT TO KILL HIM!

AT THAT SELFSAME SPLIT-SECOND, WITHIN A TIGHTLY-LOCKED HOTEL ROOM, A GIANT SABER-TOOTH SENSES THE GRAVE DANGER WHICH CONFRONTS HIS JUNGLE-BRED MASTER...

AND THEN, WITH A DEEP-THROATED, SPINE-CHILLING ROAR...

KRRAK

A TIGER... IN THE LOBBY!

IT HAS TO BE... SOME KIND OF GAG..

BELLBOY!! I'M CHECKIN' OUT!

GANG-WAY!

MEANWHILE, BACK ON THE ROOFTOP...

KHWOK

HE SAVED HIMSELF..!

HE HANDLED THAT GRAPPLING HOOK LIKE HE WAS BORN CARRYING IT!

I'LL USE MY WEBBING TO SWING DOWN AND... HEY!

NOW WHAT??!

I PRESS THE DOOHICKEY.. AND NOTHING HAPPENS!

I'M--OUT OF WEB FLUID!

THESE THINGS IN MY *BELT* COULD BE THE FLUID *CARTRIDGES!*

BUT I DON'T REMEMBER HOW TO *USE* THEM!

AND THEY FEEL *EMPTY*, ANYWAY!

BUT NOW *KA-ZAR'S* HEADING BACK FOR ME--!

THIS TIME I GIVE YOU *NO SECOND CHANCE!*

COME BACK! NO ONE CAN ESCAPE FROM *KA-ZAR!*

WELL, HERE'S *ONE* WALL-CRAWLER WHO'S GONNA *TRY!*

I'M NOT *NUTTY* ENOUGH TO FIGHT SOME-ONE WHEN I DON'T KNOW *WHY!*

SO LONG, MUSCLE-BOUND!

I'LL SEND YOU A *POST CARD* SOME TIME!

=*UH OH!*= WHAT'S HE DOING ON THAT *TV AERIAL?*

THIS FLEXIBLE STEEL DEVICE IS LIKE A JUNGLE *SAPLING!*

ALL I NEED DO IS BEND IT *BACK*... AND *THEN...!*

SPAWNG!

OH BROTHER!

THIS KID'S A GLUTTON FOR PUNISHMENT!

LOOK, YOU WEAK-WITTED WILD MAN---

CAN'T YOU SEE I'VE BEEN TRYING TO GO EASY ON YOU?? I DON'T WANNA--- ULP!

IT IS AS I PLANNED!

THE WIRE!! YOUR WEIGHT SNAPPED IT!

WE WILL PLUNGE TO THE GROUND BELOW--!

ZPAK!

GRAB THE WIRE! WE CAN STILL SAVE OUR-SELVES!

KA-ZAR NEED NO WIRES!

NOR DOES KA-ZAR HAVE NEED FOR WINGS...

WHILE THERE ARE TREES, DOTTING THE PARK BELOW!

HE MUST HAVE PLANNED IT THIS WAY--!

NOW HE'S ON HIS TYPE OF TERRAIN!

NO? WHAT'RE YOU GONNA DO? ---SPROUT WINGS?

AND, JUST AS THE COSTUMED PETER PARKER HAD SUSPECTED...

HERE IN THIS PARK... IT IS LIKE FIGHTING IN MY OWN NATURAL HABITAT!

I HATE TO KEEP CONTRADICTING YOU, CURLY...

NOW THE VICTORY MUST CERTAINLY BELONG TO KA-ZAR!

BUT, NO MATTER HOW MANY VITAMIN-BERRIES YOU MAY HAVE EATEN...

--I'M A LOT STRONGER THAN ANY DOZEN JUNGLE JUMPING-JACKS IN TOWN!

YOUR GRIP! I CANNOT BREAK IT!

GOSH, I'M SO GLAD YOU NOTICED!

BUT, EVEN BEFORE THE SEEMINGLY-VICTORIOUS YOUTH CAN TAKE A BREATH...

PPPPPPP

ZABU!

OH BROTHER!! ...NOW WHAT??!

HOWEVER, THE GIANT CARNIVORE MOVES FAR TOO FAST... WITH TOO MUCH SHEER, NAKED FORCE... FOR ANY MERE HUMAN TO DODGE HIS SENSES-SHATTERING ATTACK! AND SO..!

CAN'T.. LET THOSE CLAWS... THOSE FANGS... RAKE ME!!

SPLASH!

SECONDS LATER, AFTER THE VIOLENTLY CHURNING WATERS HAVE FINALLY SUBSIDED, ONE SNARLING FIGURE SLOWLY EMERGES---STEALTHILY TREADING ON FOUR HUGE, SILENT CATS' PAWS...

ZABU! YOU SOUGHT TO PROTECT YOUR MASTER!

BUT, WHAT OF THE ONE CALLED SPIDER-MAN?

NEVER HAVE I FACED SO POWERFUL...SO AGILE A FOE!

ALTHOUGH YOU COULD NOT HAVE KNOWN, I DID NOT DESIRE YOUR AID!

THE VICTORY SHOULD HAVE BEEN WON BY KA-ZAR--ALONE!

BUT, WHAT OF THE MASKED ONE?? HE DOES NOT APPEAR!

CAN IT BE A TRAP...OR--?

I MUST PLUNGE BELOW AND SEE!

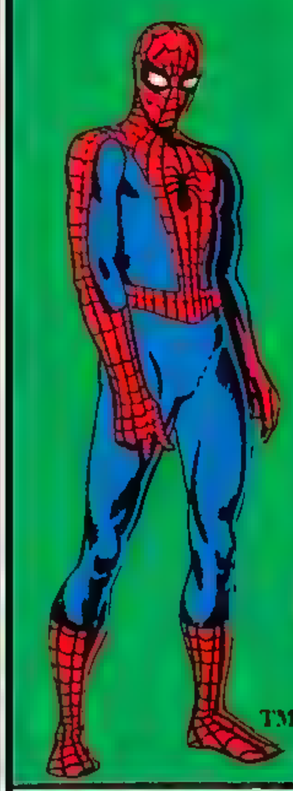
SWIFTLY, WITH POWERFUL, SEEMINGLY-TIRELESS STROKES, THE JUNGLE LORD PROBES THE MURKY WATERS OF THE LONELY LAKE...AS HIS MIGHTY LUNGS FILL NEARLY TO THE BREAKING POINT...

UNTIL, AT LAST...

THE BATTLE HAS ENDED...

FOREVER!

YOU MUST BE HERE NEXT ISSUE!



MARVEL™ COMICS GROUP

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MCG

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

TO KILL A SPIDER-MAN!

WOW! LOOK WHO'S BACK!

THE AMAZING SPIDER-MAN!™

TO KILL A SPIDER-MAN!

ANYONE *ELSE* MIGHT HAVE THOUGHT SPIDEY WAS *DEAD* WHEN *KA-ZAR* FISHED HIM OUT OF THE LAKE LAST ISH---AND SO DID THE SAVAGE NOBLE-MAN---UNTIL HIS JUNGLE-BRED *INSTINCTS* REVEALED...

THE MASKED MAN STILL *LIVES!*

NOW THAT HE IS *VANQUISHED*...

I MUST TAKE HIM TO A PLACE OF SAFETY AND LEARN THE *TRUTH* ABOUT HIM!

WOW! TRY TO BEAT *THIS* COMBO IF YOU CAN...

SPECTACULAR SCRIPT:
SMILIN' STAN LEE
BRILLIANT BREAKDOWN:
JAZZY JOHNNY ROMITA
FABULOUS FINALIZING:
DASHIN' DONNY HECK
EXOTIC EMBELLISHMENT:
MIGHTY MICKEY DEMEO
LUSCIOUS LETTERING:
SWINGIN' SAMMY ROSEN

AND, IN THE IMMORTAL WORDS OF IRVING FORBUSH...
=*WHEW!*=

POLICE

I DON'T GET IT!

I THOUGHT KA-ZAR WAS ON OUR SIDE!

NOW THAT HE DEFEATED THE WEB-SLINGER, WHY IS HE TAKING HIM AWAY FROM US?

HE DIDN'T BEAT HIM---IT WAS THAT SABER-TOOTHED TI---LOOK OUT!

IT'S ZABU!! HE LEFT 'IM BEHIND!

HE'S CROUCHING.. GETTING READY... TO ATTACK..!

PRRRRRRRRRR

HIS CLAWS ARE SHEATHED!

HE'S NOT TRYING TO INJURE US!

HE'S FOLLOWING KA-ZAR'S ORDERS!

HE'S RUNNING AWAY! THAT PROVES IT--!

HIS ONLY PURPOSE WAS TO SCATTER US LONG ENOUGH FOR HIS MASTER TO ESCAPE!

A JUNGLE WILD MAN AND A SABER-TOOTH TIGER--!

HOW DO YOU HANDLE A PARLAY LIKE THAT?!!

SOME TIME LATER, HIGH ABOVE THE BUSTLING METROPOLIS, OUR COSTUMED WALL-CRAWLER MAY SOON BE CONFRONTED WITH THAT SAME PROBLEM---

ANOTHER MAN WITH SO MUCH WATER IN HIS LUNGS WOULD HAVE SURELY PERISHED!

THUS, IT IS AS I SUSPECTED...

MY COSTUMED FOE IS POSSESSED OF SUPERHUMAN POWERS!

YET, *DESPITE* HIS UNBELIEVABLE *STRENGTH*...

IF NOT FOR *KA-ZAR'S* JUNGLE KNOWLEDGE OF SURVIVAL AID...

AHH!

HE BEGINS TO *STIR*... AT LAST!

UNHHH---

NEVER HAS KA-ZAR FOUGHT MORE *VALIANT* A FOE!

I COULD *NOT* BRING MYSELF TO ALLOW YOU TO *PERISH!*

EVEN THOUGH THE MAN NAMED *JAMESON* EXPLAINED WHAT A *MENACE* YOU ARE...

KA-ZAR MUST LEARN THE TRUTH FROM *YOUR* LIPS ALONE!

YOUR *VOICE!* IT HAS A *DIFFERENT* QUALITY!

IT IS NO LONGER *HESITANT*... NO LONGER *UNSURE!*

SOMEHOW... YOU ARE... *CHANGED!*

JAMESON!! SO *HE* PUT YOU UP TO *ATTACKING* ME!

CHANGED??!

OF *COURSE!* THAT'S *IT!*

I CAN *REMEMBER* NOW! MY *AMNESIA* IS GONE!

THE *SHOCK*.. OF HITTING THE *WATER*.. MUST HAVE CURED IT!

AND SO, AS A GREAT WAVE OF *RELIEF* ENGULFS MARVELDOM ASSEMBLED, WE RETURN ONCE MORE TO THAT PEERLESS PARAGON OF PUBLISHING POMPOSITY... *JOLLY JONAH JAMESON* HIMSELF...

SPEAK UP, MISS BRANT! DON'T *MUMBLE!*

PROFESSOR SMYTHE IS ON THE PHONE!

WHAT IS IT *NOW??*

HE'S THAT NITWIT WHO BUILT A ROBOT TO DEFEAT *SPIDER-MAN!**

SMYTHE? OH YEAH--*NOW* I REMEMBER!

BUT HE *FAILED*... LIKE EVERYONE *ELSE!*

* WE *THINK* IT WAS ISH #25!...SMILEY.

SMYTHE? THIS IS JAMESON!

DIDN'T THINK YOU'D HAVE THE NERVE TO CALL ME --- AFTER YOUR LAST FIASCO!

WHAT'S THAT? YOU'VE GOT A NEW HARE-BRAINED SCHEME FOR POLISHING OFF SPIDER-MAN?!!

GO TELL IT TO CITY HALL, YA BUM!

NOW CALM DOWN, JJ!

I'M JUST AS DISAPPOINTED AS YOU ARE ABOUT OUR PREVIOUS FAILURE! BUT...

WE NOW HAVE A CHANCE TO COMPLETELY CRUSH THE WEB-SPINNER!

AND THIS TIME... IT CAN'T FAIL!

BUT, IF SPIDEY HAS UNRELENTING ENEMIES... HE ALSO HAS DEDICATED SUPPORTERS... SUCH AS ---

I JUST CAME TO SAY GOODBYE, MR. STACY!

MY NEW ORDERS FINALLY ARRIVED... AND I'M HEADED OVERSEAS!

I'M SORRY I CAN'T STAY TO HELP CLEAR SPIDER-MAN!

SO AM I, COLONEL!

EVEN THOUGH YOU'VE RETIRED FROM THE POLICE, DO YOU THINK THERE'S A CHANCE..?

DON'T WORRY, MY BOY!

I FIND THIS SPIDER-MAN MATTER COMPLETELY FASCINATING!

I WON'T REST TILL I GET TO THE BOTTOM OF IT!

BUT, WHAT ABOUT YOUR FATHER? DOES HE STILL HATE SPIDER-MAN WITH THE SAME FANATICISM AS EVER?

I'M AFRAID SO, CAPTAIN! IT'S BECOME QUITE A SORE POINT BETWEEN US!

I'VE KNOWN MEN LIKE JONAH JAMESON BEFORE! IRON-WILLED, VAIN, AND UNWILLING OR UNABLE TO EVER CHANGE THEIR MINDS!

I'D BETTER TELL HIM GOODBYE BEFORE I GO!

AND WOULD YOU GIVE MY REGARDS TO YOUR DAUGHTER, GWEN, AS WELL?

CERTAINLY, COLONEL! I THINK SHE'S AT THE HOSPITAL NOW, VISITING MRS. PARKER!

AND IF YOU THINK IT WAS EASY TO SQUEEZE ALL OF THAT INTO ONE PANEL, FORGET IT! ANYWAY, SPEAKING OF GORGEOUS GWENDOLYN ---

I'M AFRAID SHE CAN'T SEE ANYONE RIGHT NOW!

THE ONLY ONE SHE KEEPS CALLING FOR IS HER NEPHEW... PETER!

IF ONLY WE KNEW WHERE TO FIND HIM!

DON'T WORRY GWEN! HE'S BOUND TO SHOW UP!

I KNOW HE'S TAKEN OFF ON THOSE MYSTERIOUS PHOTO ASSIGNMENTS BEFORE---

IF HE WAS HURT... OR WORSE...SOMEONE WOULD HAVE FOUND HIM BY NOW!

BUT NEVER THIS LONG...NEVER WHILE HIS AUNT WAS SO ILL!

NO! DON'T EVEN SAY IT!

BUT, FOR ONCE, OUR YOUTHFUL ADVENTURER ISN'T HURT--OR WORSE! ALTHOUGH, WE MUST ADMIT, HE'S NOT EXACTLY A CARE-FREE CAVORTER---

...AND THAT'S THE STORY, WILD MAN!

IN THE JUNGLE, WE LEARN TO SENSE TRUTH FROM FALSEHOOD!

KA-ZAR KNOWS YOU SPEAK THE TRUTH!

I MUST HAVE BEEN INJURED WHILE FIGHTING DOC OCK, AND... WITH MY MEMORY GONE...HE TRIED TO CONVINCE ME WE WERE PARTNERS!

BUT NOW THERE IS MUCH TO DO!

KA-ZAR WILL AID YOU TO CLEAR YOUR--- WAIT!

THAT GUTTERAL SOUND... IN THE STREET FAR BELOW!!

THE WARNING ROAR OF ZABU!!

HEY!! WATCH IT, MAN!

IF YOU MISS THAT LEDGE..!

KA-ZAR DOES NOT MISS!

AND, IN THE STREET BELOW...

---A GRIMLY GROWLING SABER TOOTH PROWLS THE PAVEMENT, SEARCHING FOR HIS MASTER..!

GRRRRRR!

---A MASTER WHO DOES *NOT* FAIL HIM!

GUNS AGAINST ZABU??

NEVER!

LOOK OUT! IT'S KA-ZAR!

HE'S TRYING TO SAVE THE *TIGER!*

FROM WHAT?

ALL WE WANNA *DO* IS GET 'IM OFF THE *STREETS!*

HOLD YOUR FIRE, MEN! DON'T *SHOOT!*

SPANG!

HOLD IT, FELLA!

THERE'S NO *NEED* FOR THAT!

GUNS!

KA-ZAR *HATES* GUNS!!

NO MORE WILL ZABU BE PURSUED BY *CARS!*

NOT WHILE *KA-ZAR* LIVES!

CIVILIZED MEN.. BAH!

ALWAYS FIGHTING ..CHASING ... TRYING TO HARM *OTHERS!*

KRUNCH!

LOOK HOW HE'S BENDIN' THAT *LAMP POST* OVER THE CAR!!

DON'T TRY TO *STOP* HIM!

HE DOESN'T MEAN ANY *HARM!*

BESIDES, HIS ESTATE IN *ENGLAND* HAS ENOUGH DOUGH TO SETTLE UP FOR ALL THE *DAMAGES!*

ALL STAND BACK!
WHOEVER HARMS ZABU MUST ANSWER TO KA-ZAR, THE JUNGLE LORD!
NOW CLEAR THE WAY! WE WOULD BE GONE!
IT'LL BE A PLEASURE TO SAY GOODBYE!
WE WERE ONLY TRYING TO PROTECT THE PEOPLE, MISTER!
KA-ZAR SPEAKS NO MORE!

MAN! WHAT A CORKER!
I'D RATHER FACE THAT KING-SIZE KITTY THAN TACKLE HIM WHEN HE'S ANGRY!
BUT, EVEN AS THE FAR-OUT PAIR WALKS OFF OUR SCENE CHANGES ONCE MORE...

I JUST REMEMBERED... AUNT MAY!!
SHE MUST BE WORRIED SICK ABOUT ME!
I'VE GOT TO GET TO HER... FAST!
BUT... I'M ALL OUT OF WEB FLUID!

CAN'T SWING ACROSS TOWN WITHOUT IT!
I'LL HAVE TO TRAVEL BY WALL-CRAWLING!
FIRST, BACK TO THE APARTMENT... FOR MY CLOTHES!
EASY, SPIDEY! YOU'RE STILL KIND'A WOOZY!!

Y'KNOW SOMETHING? IT'S HARD TO KICK THIS SCENE-CHANGING HABIT! LIKE F'RINSTANCE ---
AHH, MR. JAMESON!
I THOUGHT YOUR CURIOSITY WOULD NOT LET YOU STAY AWAY!
SKIP THE SPEECHES, SMYTHE!
I KNOW THIS IS A BLINKIN' WASTE OF TIME... SO LET'S GET IT OVER WITH!
JUST TROT OUT WHAT YOU WANT TO SHOW ME!
STEP IN, MY FRIEND! AND PREPARE FOR... A STARTLING SURPRISE!

THIS IS *IT*, JAMESON!

I CALL IT MY INVINCIBLE *SPIDER SLAYER!*

YOU WILL NOTICE THAT IT IS FAR *BIGGER*, FAR MORE *POWERFUL*, FAR MORE *DEADLY* THAN ITS FIRST PROTOTYPE!

REMEMBER HOW MY *FIRST* ROBOT CAME WITHIN A *HAIRS-BREADTH* OF DEFEATING SPIDER-MAN?

NOW *THIS* ONE... BEING MANY TIMES ITS *SUPERIOR*, CANNOT *POSSIBLY* FAIL!

IT..LOOKS LIKE..IT COULD HANDLE *ANYTHING*... THAT LIVES!

AND SO IT *CAN!*

IT SHALL *SLAY* THE WEB-SLINGER WITHOUT MERCY!

NOW *WAIT* A MINUTE!!

NOBODY'S TALKING ABOUT *MURDER-ING* HIM!

I JUST TOOK *POETIC LICENSE*, MR. JAMESON!

SPIDER SLAYER SOUNDS SO MUCH MORE *DRAMATIC!*

THERE IS NO NEED FOR YOU TO *WORRY!*

I TRUST MY *PAY-MENT* WILL BE THE SAME AS BEFORE?

SURE! SURE! LET'S SEE HOW THIS CONTRAPTION *WORKS* AGAIN..!

I JUST WANT HIM *CAPTURED*, SEE?

I WANT HIM BEHIND BARS... LIKE *FOREVER!*

IT'S *PERFECT!* I CAN SEE EVERYTHING THROUGH THE ROBOT'S *FACE SCREEN!*

AND NOW... LET ME SHOW YOU *WHY* OUR SUCCESS IS *ASSURED* THIS TIME..!

SEE HOW MUCH MORE *SOPHISTICATED* THESE CONTROLS ARE?

HE'S TWICE AS *SENSITIVE* AS MY FIRST PROTOTYPE WAS!

SURE! SURE! BUT WHAT CAN HE *DO?*

I WAS *HOPING* YOU'D ASK!

HE'S BUILT TO *TRACK DOWN* ANYTHING THAT HAS A SPIDER SCENT!

HE COULD LOCATE *ONE* LONE SPIDER IN THE MIDDLE OF A *JUNGLE!*

YOUR *OTHER* ROBOT DID THE SAME THING..!

BUT THE WEB-SLINGER *STILL* DEMOLISHED HIM!

BUT THE *FIRST* ONE DIDN'T HAVE MY SPIDER-SLAYER'S INVINCIBLE *STRENGTH!*

FOOM

SEE HOW EASILY HE SHATTERED THAT *FOOT-THICK WALL* TO REACH A TINY SPIDER!

NOW THINK WHAT HE'LL DO TO... *SPIDER-MAN!*

I'M SOLD! I'M *SOLD!*

HURRY--LET'S GET HIM *STARTED!*

BUT, LUCKILY, *ALL* JAMESONS ARE NOT OF JONAH'S ILK!

DON'T *WORK* TOO HARD, HONEY!

CAN'T HAVE YOU YAWNING AT OUR *WEDDING!*

I'LL TRY TO STAY *AWAKE* DURING THE CEREMONY, DARLING!

HATE TO *INTER-RUPT* YOU LOVEBIRDS...

BUT I'D LIKE TO SEE MY *FATHER,* MISS BRANT!

IN

OUT

COLONEL JAMESON! SORRY, THE CHIEF ISN'T *IN* RIGHT NOW!

'FRAID NOT, NED! I JUST WANTED TO SAY *GOOD-BYE!*

ANYTHING *I* CAN DO TO HELP?

I HAVE MY ORDERS TO *SHIP OUT* WITHIN THE HOUR!

OH! IF ONLY I KNEW WHERE MR. JAMESON *IS--!!*

COULDN'T HELP *OVER-HEARING*, COLONEL!

ALL THE *BEST* ON YOUR NEW ASSIGNMENT, MY BOY!

THANKS, MR. ROBERTSON! TELL ME ...DO *YOU* EVER FEEL LIKE GETTING BACK IN UNIFORM?

AT *MY* AGE? BEING *CITY EDITOR* IS EXCITEMENT ENOUGH!

ANY-WAY, TELL DAD I DROPPED BY!

SURE *WILL*, SON!

A-C

AND *NOW*, GANG... YOUR PATIENCE IS ABOUT TO BE REWARDED! 'CAUSE HERE WE *GO*...

I'M *STILL* FEELING TOO WOOZY TO *CRAWL* MY WAY ACROSS TOWN!

I'VE GOTTA GET MYSELF A *RIDE*..!

RS

AND THIS IS *ONE* WAY TO *DO* IT!

41 UPTOWNER

KEEP YOUR CIT CLEA

GIREN BUS INC

IT'S KINDA *SLOW*... BUT AT LEAST I'M GOING IN THE RIGHT DIRECTION!

THIS *REST* IS WHAT I *NEEDED!*

I'M FEELING BETTER *ALREADY!*

BUT, THERE ALWAYS SEEMS TO BE *ONE* PARTY-POOPER ON THE SCENE...

IT'S *SPIDER-MAN!*

ON TOP OF THAT *BUS!*

HELP! POLICE! I *SEE* HIM!

I'VE FOUND *SPIDER-MAN!!*

OH! *NO...!*

WELL, IT'S BACK TO THE *ROOFTOPS* FOR ME!

I CAN'T LET THEM *CATCH* ME...

TILL I FIND A WAY TO *CLEAR* MYSELF!

BUT, IF SPIDEY THINKS HE'LL HAVE TIME FOR MAKING LEISURE-LY *PLANS*... FORGET IT!!

HOP IN, JAMESON! WE'LL FOLLOW THE *SPIDER SLAYER* HERE IN MY *CAR*!

GOOD! I DON'T WANT TO BE TOO FAR *AWAY* WHEN HE CATCHES UP WITH THAT MASKED MISFIT!

HE WALKS LIKE HE KNOWS WHERE HE'S *GOING*!

MAYBE HE'S PICKED UP THE TRAIL *ALREADY*!

OF COURSE! IF SPIDER-MAN IS ANY-WHERE IN THE *CITY*, HE'S AS GOOD AS *TRAPPED*!

WHAT A *FUN WAY* TO PASS THE TIME!

AND SO THE DEADLY MECHANICAL CREATION PLODS ON... STOPPING FOR NOTHING... AND WE MEAN *NOTHING*..!

I'M IN *LUCK*! THE APARTMENT'S *EMPTY*!

HARRY MUST BE *OUT* SOME-WHERE!

WHILE A WEARY *SPIDEY* FINALLY REACHES HIS GOAL...

FIRST THING TO DO IS GET OUT OF THESE DUDS AND CHECK WITH *AUNT MAY*!

WHEW! I'VE NEVER FELT SO *TIRED* BEFORE!

NO ANSWER!

MAYBE IT'S JUST AS *WELL*! I'M NOT SURE WHAT I'D *TELL* HER, ANYWAY!

AFTER I GET SOME *SHUT-EYE*, I'LL... *SAY!* WHY'S MY SPIDEY-SENSE *TINGLING* LIKE THIS?!!

SOME-THING'S *WRONG*!

THAT *NOISE*... OUTSIDE MY *WINDOW!*

IT SEEMS *CRAZY*... BUT, IT SOUNDS LIKE *FOOTSTEPS*...

WALKING UP THE WALL!!

WE MUST BE GETTING *CLOSE!!* HE'S MOVING *FASTER!!*

THAT *VOICE!!* IT---IT'S *JAMESON'S!!*

I DON'T KNOW-- WHAT IT'S ALL *ABOUT*... BUT I'D BETTER PUT ON MY *MASK!!*

A *ROBOT*... WITH JONAH'S *FACE* IN THE VIEWPLATE!!

...JUST LIKE THAT TIME ONCE *BEFORE!!*

THERE HE *IS!* IT *WORKED!* WE *FOUND* HIM!!

WE GOT HIM DEAD TO RIGHTS... *BURGLARIZING* SOMEONE'S APARTMENT!

THAT'S A STROKE OF LUCK, ANYWAY!

HE DOESN'T SUSPECT I *LIVE* HERE...HE THINKS I'M *ROBBING* THE PLACE!

SURRENDER, SPIDER-MAN--- OR ELSE--- *HEY!!*

SURRENDER?? NEVER *HEARD* OF THE WORD!

THEN THAT'S *YOUR* HARD LUCK!!

MY *KICK* DIDN'T EVEN *UPSET* HIM!

HE'S MUCH *STRONGER* THAN THE LAST ONE!

KRAK!

I HATE TO BE A SPOIL SPORT...

BUT FIGHTING SUPER-STRONG ROBOTS ISN'T MY IDEA OF A REAL FUN OUTING!

YOU CAN'T ESCAPE ME, WEB-HEAD!

MAYBE NOT... BUT I SURE CAN TRY!

I THOUGHT PROFESSOR SMYTHE WOULD GIVE UP AFTER I BEAT HIS ROBOT LAST TIME!

BUT IT MUST HAVE BEEN TOO BIG A BLOW TO HIS PRIDE!

HE SIMPLY WENT BACK TO HIS LAB AND CAME UP WITH A MORE POWER-FUL ROBOT---

AND THAT SURE DIDN'T BREAK JOLLY JONAH'S HEART!

MR. JAMESON! I DIDN'T KNOW YOU HAD RETURNED SO SOON!

OH! WHAT..?!!

OUT! STAY OUT, DO YOU HEAR??

I DON'T WANT TO BE DISTURBED WHILE I'M--- IN CONFERENCE!

STOP DAWDLING, JAMESON---!

YOU'VE GOT TO FEED HIM FULL POWER!

THERE! LET'S SEE SPIDER-MAN DODGE MY DESTRUCTO-BEAM!

ANOTHER VOICE THROUGH THE ROBOT'S TRANS-MITTER! IT SOUNDS LIKE SMYTHE!

AND HE'S REALLY OUT FOR THE KILL THIS TIME!

SMYTHE! TAKE IT EASY, BLAST IT!

WE'VE GOT THE WALL-CRAWLER TRAPPED... THERE'S NO NEED TO HIT HIM WITH A DEADLY RAY!

OH NO? DO YOU THINK I'LL GIVE HIM A CHANCE TO ESCAPE ME...TO BEAT ME.. AGAIN?!

STAY BACK! I'LL HANDLE THE CONTROLS!

BUT... YOU PROMISED...

SHUT UP, JAMESON! YOU'RE IN THIS AS DEEP AS I AM NOW!

BETWEEN THE TWO OF US, WE'LL FINISH HIM!

SMYTHE IS SO UPTIGHT, HE DOESN'T REALIZE I HEARD HIM OVER THE TRANSMITTER!

SO NOW I KNOW WHAT THE SCORE IS...

FOR ALL THE GOOD IT'LL DO ME!

THE FIRST THING TO DO IS GET PLENTY OF ROOM BETWEEN THAT WALKING TANK-TRAP AND ME!

IT'S A GOOD THING I HAD A CHANCE TO CLEAR MY HEAD ATOP THAT BUS BEFORE!

NOW, IF ONLY... WAIT!

THAT STEEL GARAGE DOOR! IT OUGHT TO SHIELD ME FOR A WHILE!

THE ONE THING IN MY FAVOR IS THAT THE ROBOT MOVES SO SLOWLY!

COME ON... COME ON... OPEN UP!

I MADE IT! NOW--IF I REMAIN SILENT...MAYBE HE'LL JUST PASS ME BY...!

OH WELL... YOU CAN'T WIN 'EM ALL!

NO WONDER HE DOESN'T MOVE FAST!

ANYTHING AS STRONG AS THAT DOESN'T HAVE TO!

SKRUNCH!

NOW...IN YOUR FINAL SECONDS, SPIDER-MAN... LOOK IN MY VIEW-PLATE...

I WANT YOU TO SEE THE ONE WHO WILL DESTROY YOU!

THIS IS MY REVENGE!

KAF

YOU COULD HAVE SAVED US BOTH A LOT OF TROUBLE...

BY JUST WRITING ME A NASTY LETTER!

THAT BEAM ABOVE ME... IT'S THE CEILING'S MAIN SUPPORT!

IF I CAN JUST MANEUVER THIS RIGHT--!

YOU'LL NEVER WIN A PANDA THAT WAY, SMYTHE!

TRY AGAIN, SON!

I'LL KEEP TRYING...TILL YOU'RE DONE FOR!

KNOW SOMETHING? I KINDA *HOPED* YOU'D SAY THAT!

HE *DID* IT! HE BLASTED THE *MAIN BEAM!*

NOW... I'VE JUST *SECONDS* TO CUT OUT BEFORE IT *COLLAPSES!*

MADE IT!

THAT PROBABLY WON'T *DAMAGE* THE ROBOT... BUT IT OUGHT TO *HOLD* HIM THERE LONG ENOUGH FOR ME TO *FIND* SOMETHING!

SO *MOVE* IT, SPIDEY! THIS MAY BE YOUR *LAST CHANCE!*

I'VE GOT TO LEARN WHERE SMYTHE'S *LAB* IS BEFORE THE ROBOT *TACKLES* ME AGAIN!

AND *THERE'S* THE SIMPLEST WAY TO *DO* IT--!

I'VE SEEN A ZILLION *CRIME MOVIES* WHERE THEY KNOCK THEMSELVES OUT TRYING TO FIND WHERE SOMEONE LIVES...

AND I ALWAYS *WONDERED* WHY THEY DIDN'T JUST LOOK 'EM UP IN THE *PHONE BOOK?!!*

GLAD HE SPELLS IT *SMYTHE*, AND NOT *SMITH*...

IT WON'T TAKE AS LONG TO *FIND!*

NO REASON WHY HE *WOULDN'T* BE LISTED! HE'S NOT A FUGITIVE OR... *UH OH!*

HERE COMES *CHUCKLES* AGAIN!

FASTER, SPIDEY... FASTER!

JUST MY *LUCK!* I DON'T KNOW HIS *FIRST* NAME!

AND THERE ARE A COUPLE *DOZEN* SMYTHES LISTED!!

HOW AM I GONNA TELL WHICH ONE IS *WHICH*..??

I *KNEW* IT! I *KNEW* YOU'D CRACK UP UNDER THE *STRAIN!*

ONLY A *FOOL* WOULD WASTE TIME WITH A *PHONE BOOK* WHEN HIS MINUTES ARE *NUMBERED!*

WRONG, SMYTHE! I *FOUND* WHAT I NEED!

LUCKILY, YOU'VE GOT THE WORD *SCIENTIST* AFTER YOUR NAME!

OKAY, MASKED MAN! SEE HOW MUCH *GOOD* IT DOES YOU!

JUST KEEP *WATCHING,* BIG MOUTH!

YOU'LL SEE A LOT MORE THAN *THAT!*

SMYTHE! IF HE HADN'T LEAPED *OUT* IN TIME...

I TOLD YOU TO *BUTT OUT,* JAMESON! *I'LL* HANDLE THIS!

KRASH!

IN A WAY, IT'S EVEN BETTER THAN I *HOPED!*

THE MORE HE FRANTICALLY TRIES TO *FLEE*... THE MORE *SATISFACTION* I'LL GET WHEN HE'S FINALLY *BEATEN!*

YOU DON'T *CARE* ABOUT HIM BEING A MENACE TO MANKIND!

YOU JUST WANT TO *KILL* HIM --- FOR PERSONAL *REVENGE!*

DON'T TALK TO *ME* ABOUT MOTIVES, YOU PIOUS *HYPO-CRITE!*

YOU'VE *LIED* ABOUT HIM IN YOUR PAPER FOR *YEARS!*

NOW STAY *BACK* WHILE I *CONCENTRATE!*

HE MUST BE OUT OF HIS *MIND!* HE'S HEADING FOR MY *LAB*... IN SHEER, STARK *PANIC!*

THE *FOOL!* HE DOESN'T SUSPECT WE'RE *HERE,* IN YOUR OFFICE AT THE *BUGLE!*

ONCE HE *REACHES* THE LAB, HE'LL BE *TRAPPED!* MY ROBOT WILL *NEVER* LET HIM *ESCAPE* FROM THERE!

A SHORT TIME LATER, OUR YOUTHFUL ADVENTURER *ENTERS* THE FATEFUL CHAMBER..

EVERYTHING DEPENDS ON THE NEXT FEW MINUTES!

IF I GUESSED *WRONG,* I'M *FINISHED!*

NO! IT'S *OKAY!* I *FOUND* WHAT I WANT!

AND JUST IN *TIME!* I HEAR HIM COMING *NOW!*

THIS IS *IT,* SPIDER-MAN! YOU'VE NO PLACE LEFT TO *RUN!*

SPANNG!

I'VE GOT *NEWS* FOR YOU, SMYTHE---

I'M *THROUGH* RUNNING!

I'LL SAY YOU'RE THROUGH RUNNING!

YOU'RE THROUGH *EVERY-THING!*

YOU'RE.. *WAIT!* WHAT'S *THIS..?!!*

SO COME AND *GET* ME, SWEETIE!

THE *CONTROLS* ARE MALFUNCTIONING!

SOMETHING'S *WRONG!* HE..HE'S NOT *RESPONDING!*

BUT *WHY??* WHAT *HAPPENED??*

CLACK!

CLICK!

I CAN'T FAIL *NOW*... NOT WHEN I ALMOST *HAVE* HIM!

I'LL *INCREASE* THE POWER... GIVE IT *ABSOLUTE MAXIMUM*..!

CLICK!

THIS WILL DO IT! IT *HAS* TO..!

AND *DO IT*, IT DOES -- THOUGH NOT QUITE THE WAY PROFESSOR SMYTHE *EXPECTS*...

KRONK!

TOO BAD YOU CAN'T STILL *HEAR* ME, SMYTHE!

I'D BE *GLAD* TO EXPLAIN WHAT HAPPENED!

I *KNEW* YOUR MAN-SHAPED RATTLETRAP WAS ACTIVATED BY *SPIDER* IMPULSES...

THAT'S WHY HE WAS ABLE TO TRACK *ME* DOWN SO EASILY!

SO, IT WASN'T HARD TO FIGURE OUT THAT *TOO MANY* SPIDER IMPULSES MIGHT JUST *SHORT CIRCUIT* HIM!

...LIKE A *FUSE BOX* THAT CAN'T TAKE AN ELECTRIC *OVERLOAD!*

ALL I NEEDED WAS A PLACE WHERE THERE'D BE *ENOUGH* SPIDERS TO DO THE TRICK...

AND *THAT'S* WHY I CAME TO YOUR LAB, SMART GUY... NOT FOR *YOU*... FOR YOUR *SPIDERS!*

I JUST HEAPED THEM ALL *TOGETHER*, FOR MAXIMUM IMPACT...THEN-- *BLOOIE!*

AND JUST BETWEEN *US*, SMYTHEY.. I'M *BUSHED!*

WHILE, AT THE OFFICE OF *JONAH JAMESON*, THE MOOD IS SOMEWHAT *LESS* THAN TRIUMPHANTLY HILARIOUS...

IF YOU'D HAVE BEEN SATISFIED TO JUST *CAPTURE* HIM...LIKE I *WANTED* YOU TO... WE'D HAVE *WON!*

GET *OUT*, YOU BUM!! I'VE GOT A GOOD MIND TO TURN YOU OVER TO THE *POLICE!*

YOU NEUROTIC *NUT!* YOU DON'T EVEN *HAVE* A MIND!

OUT! OUT! **OUUUUT!**

BUT NOW, LET US RETURN TO *GENTLER* MATTERS...

...AS OUR WEARY WEB-SPINNER REACHES HIS *APARTMENT* ONCE AGAIN...

WELL, MY LUCK ISN'T *ALL* BAD...

HARRY'S STILL NOT HOME!

I'LL CALL *AUNT MAY*.. AND THEN SLEEP FOR A *WEEK!*

BUT, AFTER A QUARTER HOUR OF *FUTILE* DIALING...

SHE'D NEVER BE *OUT* AT THIS LATE HOUR...UNLESS.. SOMETHING WAS *WRONG!*

IT'S *NO USE!* I *COULDN'T* SLEEP NOW!

I'VE GOT TO GO AND *FIND* HER!

MAYBE SHE'S TOO *ILL* TO ANSWER THE PHONE!

OR...WHAT IF... *DOCK OCK* RETURNED??

I HAVE TO *KNOW!*

IF SHE *NEEDS* ME... I CAN'T *FAIL* HER NOW!

WAIT! WHO'S *THIS* APPROACHING..?

KA-ZAR!! AND HIS TIGER--- *ZABU!*

DO NOT BE *ALARMED*, YOUNG MAN!

WHILE TAKING AN EVENING *STROLL*, I THOUGHT I SENSED A FAMILIAR FIGURE...

BUT IT SEEMS I WAS *MISTAKEN!*

...THOUGH IT IS MOST PASSING *STRANGE*..

...FOR, THE AURA OF *SPIDERMAN* IS NOT EASILY *FORGOT!*

NEXT

PREPARE TO MEET-- THE *BRAIN-WASHER!*

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. 59 APR

"THE BRAND OF THE BRAINWASHER!"

THE AMAZING SPIDER-MAN!™

"THE BRAND OF THE BRAINWASHER!"

I REFILLED MY **WEB-CARTRIDGES** JUST IN TIME!

BUT **NOTHING'S** GONNA STOP ME FROM REACHING **AUNT MAY** IN THE HOSPITAL! **NOTHING!**

THE POLICE STILL CONSIDER ME A **MENACE** --THEY'RE STILL OUT TO **GET** ME!

IT'S **SPIDER-MAN!**

HALT! WE'VE GOT YOU **COVERED!** STAY WHERE YOU **ARE!**

POLICE

NPD

PRODUCED BY
STAN
(THE MAN)
LEE
and
JOHNNY
(RING-A-DING)
ROMITA

ENCHANTMENT BY..... **DON HECK**
EMBELLISHMENT BY... **MICKEY DEMEO**
LETTERING BY..... **ARTIE SIMEK**
PETER'S WARDROBE..... **FORBUSH FASHIONS, INC.**

HE'S MAKING A *BREAK* FOR IT!

FIRE A *WARNING* BURST!

KRAK!

FFFTIK!

OKAY! OKAY! I'M WARNED! I'M *WARNED!*

HAVE TO GET *AWAY*-- WITHOUT *HURTING* ANYONE!

THWIPP!

MY *GUN!* HE *SNATCHED* IT FROM ME-- WITH HIS *WEB!*

AND HE BLACKED OUT OUR *SPOTLIGHT* --AT THE SAME TIME!

SINCE I'VE GOT SOME WEBBING *LEFT OVER*--

THERE'S NO SENSE LETTING IT GO TO *WASTE!*

IT'LL LOSE ITS STRENGTH IN A FEW MINUTES, FELLAS--

TILL THEN, YOU CAN WATCH ME *SOAR* LIKE A BIRDIE!

MINUTES LATER--

THE *HOSPITAL*-- AT LAST!

BUT HOW DO I FIND THE RIGHT *ROOM?*

AHH--*THERE'S* WHAT I NEED!

THE DIRECTORY OF *PATIENTS!*

JUST MY LUCK--

AUNT MAY'S ON THE *TOP* FLOOR!

WELL, *ONE* THING'S FOR SURE--

I'D BETTER NOT TAKE THE PASSENGER ELEVATOR!

AND EVEN THE *STAIRS* WOULD BE TOO RISKY!

WHAT WOULD I EVER *DO* WITHOUT *AIR SHAFTS?*

THIS IS THE FLOOR!

I'LL CHANGE MY CLOTHES AND-- ≥*UH OH!*≤

SOMEONE'S *COMING!*

THE *JANITOR*-- GETTING A MOP!

WHAT A LIFE!

MOP THE FLOOR, DRY THE FLOOR! MOP THE FLOOR, DRY THE FLOOR!

IF HE THINKS *THAT'S* BAD--HE SHOULD TRY BEING *SPIDER-MAN* FOR A WHILE!

HERE'S THE ROOM NOW!

I HOPE--OO SHE'S ALL RIGHT!

AUNT MAY!

WHO--? I THOUGHT I HEARD--

PETER! IS IT *YOU?* --IS IT-- REALLY *YOU??*

I WAS-- BEGINNING TO FEAR-- I'D NEVER *SEE* YOU AGAIN--!

DON'T EVER *SAY* THAT, AUNT MAY!

PETER--PETER! I'M FEELING BETTER **ALREADY**--JUST **SEEING** YOU--JUST KNOWING YOU'RE **SAFE!**

I'D HAVE RETURNED **SOONER** --IF I **COULD!**

BUT, WHERE **WERE** YOU? WHAT **HAPPENED?**

WHY DIDN'T YOU **CALL?**

NOW WHAT DO I SAY?

I WAS SO ANXIOUS TO **SEE** AUNT MAY--I FORGOT TO MAKE UP A **STORY!**

I DARE NOT SAY ANYTHING THAT'LL LET HER SUSPECT I'M **SPIDER-MAN!**

WHO ARE **YOU?** WHAT ARE YOU **DOING** HERE?

HE'S MY DEAR **NEPHEW**--PETER! HE'S BACK AT **LAST!**

WHEW! SAVED BY THE BELL!

THE ONE WHO WAS **MISSING?**

GLAD YOU'RE **BACK,** SON!

YOUR AUNT WAS MIGHTY **WORRIED** ABOUT YOU!

BUT SHE MUSTN'T HAVE ANY **EXCITE-MENT!**

YOU'D BETTER **LEAVE**-- AND LET HER REST!

I'LL BE **BACK,** AUNT MAY--

SOON AS I **CAN!**

I JUST **KNOW**--I'LL SLEEP LIKE A BABY-- **NOW!**

THE **SIGHT** OF YOU WAS BETTER FOR HER THAN A **TONIC,** PARKER!

SHE TOOK IT PRETTY **HARD** WHEN YOU WERE LISTED AS A **MISSING PERSON!**

MISSING PERSON? HOOO BOY!

I ALMOST **FORGOT!**

I HAVE TO REPORT TO THE **POLICE!**

AND I'D BETTER HAVE A GOOD **STORY** FOR THEM!

THEN, A SHORT TIME LATER--

HI! I'M PETER PARKER!

PARKER?!! WE'VE GOT HALF THE **FORCE** OUT LOOKING FOR YOU!

YOU **HAVE?** WHY?

'CORDING TO THE **DAILY BUGLE,** YOU WERE CAPTURED BY **SPIDER-MAN!**

GREAT! THAT'S MY **STORY!**

WITHIN MINUTES, OUR HERO FINDS HIMSELF THE CENTER OF ATTRACTION--

WHY DID SPIDER-MAN **DO** IT?

COULD YOU LEAD US TO HIS **HIDE-OUT?**

EH--**NO!** I WAS **BLIND-FOLDED** ALL THE TIME!

SPIDER-MAN **CAN'T** BE ALL BAD--

--OR HE WOULDN'T HAVE SET THE BOY **FREE!**

DON'T JUST **SIT** THERE, YOUNG MAN!

TELL US EVERY-THING YOU **LEARNED** ABOUT THAT MASKED **MENACE!**

BRO-**THER!** WHAT DO I SAY **NOW?**

I'M GEORGE STACY, YOUNG MAN--CAPTAIN OF POLICE, RETIRED!

GWEN'S DAD! I'VE HEARD HER MENTION HIM!

WHEN LAST SEEN, SPIDER-MAN CLAIMED TO HAVE LOST HIS MEMORY!

DO YOU KNOW ANYTHING ABOUT THAT?

YES, SIR! HE DID HAVE AMNESIA!

THAT'S HOW DOC OCK CONVINCED HIM THEY WERE PARTNERS!

WHEN HIS MEMORY RETURNED TO HIM, HE SET ME FREE AGAIN!

WELL, THAT'S MY STORY--AND I'M STUCK WITH IT!

BUT WHY DID HE CAPTURE YOU IN THE FIRST PLACE?

THINK FAST, MR. PARKER!

I WAS ON A PICTURE-TAKING ASSIGNMENT--FOR THE DAILY BUGLE!

HE SAW ME FOLLOWING HIM--AND THOUGHT I WAS AN ENEMY!

BUT, WHEN HIS MEMORY RETURNED, HE REALIZED I WAS HARMLESS--AND RELEASED ME!

ARE YOU SAYING HE'S NOT AS DANGEROUS AS WE THOUGHT?

THIS IS NO LAUGHING MATTER, PARKER!

IF YOU ASK ME, HE'S SORT OF LOVABLE!

COMMISSIONER--THIS IS THE REPORT YOU'VE BEEN WAITING FOR!

LOOKS LIKE YOUR QUESTIONING IS OVER, SON!

REPORT--??

WE'VE A MORE URGENT MATTER TO ATTEND TO NOW, PARKER!

IF YOU THINK OF ANYTHING YOU MAY HAVE FORGOTTEN TO TELL US ABOUT SPIDER-MAN, CONTACT ME AT ONCE!

THANK YOU, SIR!

SO FAR, SO GOOD!

THEY STILL DON'T SUSPECT MY REAL CONNECTION WITH SPIDEY!

YOU MAY GO NOW!

I'LL SEE YOU TO THE DOOR!

THE REPORT IS JUST WHAT WE FEARED!

ANOTHER BATCH OF THE MOST DANGEROUS MOBSTERS IN TOWN HAS BEEN RELEASED ON BAIL!

BUT WHO'S BEHIND IT? WHAT'S THE EXPLANATION?

SOUNDS LIKE SOMETHING BIG IN THE WIND! WISH I COULD STAY!

CAN YOU SPARE A FEW MINUTES, PETER?

I--GUESS SO!

I'VE SPENT QUITE SOME TIME STUDYING THE CAREER OF ***SPIDER-MAN!!***

AND, SINCE ***YOU'VE*** HAD THE CHANCE TO OBSERVE HIM FIRST HAND--

BUT FIRST, THIS IS MY ***HOUSE***--

I'D LIKE TO ***SHOW*** YOU SOMETHING INSIDE--

IS THERE SOMETHING HE ***KNOWS*** --THAT HE'S NOT TELLING?

I WONDER IF ***GWEN*** IS HOME?

SOMEHOW --I FEEL I COULD ***TRUST*** HER DAD --WITH MY ***LIFE!***

I'VE OBTAINED PRINTS OF EVERY ***FILM*** EVER TAKEN OF THE MASKED MYSTERY MAN!

AFTER CONSTANT VIEWING, I'VE CONCLUDED HE'S QUITE ***YOUTHFUL***--AND HIGHLY ***INTELLIGENT!***

WHAT--HAS THIS TO DO --WITH ***ME?***

I WAS WONDER-ING WHETHER YOU ***AGREE*** WITH MY CONCLUSIONS?

AFTER ALL--YOU'VE SEEN--AND ***SPOKEN*** TO HIM!

LET ME SHOW YOU SOME FILMS...

I CAN SENSE THAT HE'S NOT LIKE ***OTHER*** COSTUMED ADVENTURERS!

HE SEEMS DRIVEN BY SOME ***INNER COMPULSION!***

I'VE SPENT A ***LIFETIME*** APPREHENDING ENEMIES OF SOCIETY--AND THERE'S ONE THING I'M ***CERTAIN*** OF--

SPIDER-MAN IS ***NOT*** THE USUAL CRIMINAL TYPE!

HOW DO ***YOU*** FEEL ABOUT IT, MY BOY?

--I ***AGREE,*** SIR!

HE'S ***NEVER***--TO MY KNOWLEDGE--ATTACKED ANYONE BUT GANGSTERS --AND WORSE!

EVEN ***YOUR*** SITUATION BEARS OUT MY THEORY--

AS SOON AS HIS ***MEMORY*** RETURNED TO HIM, HE SET YOU ***FREE!***

IF ONLY I COULD ***FIND*** HIM--AND ***PROVE*** HIS INNOCENCE!

DAD! I JUST HEARD THE NEWS ABOUT--***OH!***

PETER!! YOU'RE ***HERE!***

IF ONLY I'D ***KNOWN***--

I'D HAVE GOTTEN HERE ***SOONER!***

OH, PETE-- I NEVER REALIZED-- HOW MUCH I MISSED YOU--!

GWEN! YOU-- YOUR DAD! I-I MEAN--!

IT'S ALL RIGHT, SON!

EVEN AN OLD POLICE WAR-HORSE LIKE ME WAS YOUNG ONCE MYSELF!

SORRY, MR. P! DIDN'T MEAN TO EMBARRASS YOU!

BUT IT'S SO WONDERFUL SEEING YOU AGAIN! WE WERE ALL SO WORRIED--!

WE WERE WORRIED, GWENDOLYN?

SAY! DON'T APOLOGIZE, PRETTY GIRL!

I'D DISAPPEAR DAILY FOR A WELCOME LIKE THAT!

BUT YOU DID INTERRUPT US, DEAR!

CAN'T IT WAIT, DAD?

I FEEL LIKE I HAVEN'T SEEN PETE FOR CENTURIES!

AND HARRY OSBORN IS WAITING AT THE COFFEE BEAN!

I ENJOYED SEEING THOSE FILMS, SIR!

BUT NOT HALF AS MUCH AS I ENJOY SEEING GOR-GEOUS GWEN!

WELL, I COULD NEVER BEAT A COMBO LIKE THAT!

THEN, FIFTEEN FRANTIC MINUTES LATER--

HARRY! LOOK WHO I FOUND--

BIG AS LIFE AND TWICE AS SASSY!

LIKE HI, LITTLE ROOM-MATE!

HOW ABOUT THAT!--THE OL' PUMPKIN'-EATER, HIMSELF!

I THOUGHT YOU WERE MAD AT HIM?

YEAH, BUT IT WASN'T A LIFE-TIME PROJECT!

HARRY, I'M SORRY FOR ANY TROUBLE I MAY HAVE CAUSED--

FORGET IT, PP!

I NEVER THOUGHT I'D BE SO GLAD TO LOOK AT ANYONE'S UGLY FACE AGAIN!

THIS CALLS FOR A PARTY, MEN!

TO GWENDOLYN, EVERYTHING CALLS FOR A PARTY!

GOOD THINKING, HARR!

C'MON-- SIT DOWN AND TELL US ALL ABOUT IT!

WHERE'S THE *REST* OF OUR FRANTIC FREE-LOADERS?

HOW ABOUT *MJ?* WHAT HAPPENED TO OUR SWINGIN' SWEETIE

SHE FINALLY GOT A *JOB!*

SHE'S KNOCKING THEM DEAD AT THE *GLOOM ROOM A-GO-GO!*

WE'VE GOTTA CATCH HER *ACT* ONE NIGHT!

AND, SPEAKING OF THE *GLOOM ROOM A-GO-GO*--WHICH WE DID ON PURPOSE--LET'S DROP IN FOR A WHILE! IT MIGHT BE KIND OF INTERESTING--

DOES THE NEW GIRL *SUSPECT* ANYTHING?

NOT A *THING,* BOSS!

AND EVEN IF SHE *DID*-- WE'D FIX IT SO NOBODY WOULD EVER *KNOW!*

LET ME SEE WHAT SHE *LOOKS* LIKE!

HERE SHE *IS,* BOSS!

SHE'S JUST THE TYPE TO KEEP THEIR MINDS OFF WHAT'S *REALLY* HAPPENING!

HAS SHE RECEIVED ALL HER *INSTRUCTIONS?*

YES! BETWEEN DANCES, SHE'LL SNAP *PICTURES* OF OUR CUSTOMERS-- FOR *FREE!*

EXCELLENT! *EXCELLENT!!*

NO ONE *EVER* TURNS DOWN A CHANCE TO GET A FREE *PHOTO* OF HIMSELF! IT CAN'T *MISS!*

THEY'LL NEVER *SUSPECT* THAT THE *FLASH BULB* WE USE HAS A CERTAIN *HYPNOTIC* QUALITY--

WHICH WILL MAKE THEM FEEL AN URGE TO *RETURN* TO OUR LITTLE CLUB A *SECOND TIME!*

EVERYTHING'S PERFECT HERE, *BRAINWASHER!*

THE FIRST *TEST* JUST WORKED LIKE A *CHARM!*

NOTHING WILL EVER BE ABLE TO STOP YOU *NOW!*

AND *THAT* WILL BE WHEN OUR *BRAIN-WASHING EQUIPMENT* IS PUT TO USE!

CHECK THE *BACK ROOM* AGAIN, AND MAKE CERTAIN EVERYTHING IS *READY!*

THE ASSISTANT D. A. *RELEASED* OUR THREE BOYS TODAY AN HOUR AFTER WE USED THE *BRAINWASHING MACHINE* ON HIM!

YEAH! WE DON'T NEED ANY MORE PROOF THAN *THAT!*

NOBODY TELLS THE *BRAIN-WASHER* WHAT'S NEEDED!

JUST FOLLOW MY *ORDERS*-- AS YOU'VE DONE IN THE PAST! *I'LL* DO THE THINKING HERE!

OUR *NEXT* STEP IS TO INVITE THE CITY'S TOP *OFFICIALS* HERE --AS OUR GUESTS OF HONOR!

BY *BRAINWASHING* THEM, ONE AT A TIME, I'LL SOON HAVE THE ENTIRE *GOVERNMENT* UNDER *MY* CONTROL!

AND, EARLY THE NEXT MORNING...

EVERY-TIME I THINK OF *GWEN,* I HEAR *BELLS* RINGING!

I FEEL LIKE WEB-SWINGING ALL OVER TOWN-- WITH *SKYROCKETS* GOING OFF!

ALL OF A SUDDEN, EVERYTHING'S COMING UP *ROSES!*

DOC OCK IS BEHIND BARS--*AUNT MAY* IS FEELING BETTER --AND I'VE GOT MY *MEMORY* BACK!

THE ONLY *PROBLEM* IS--THE *POLICE* ARE STILL AFTER ME! IF I CAN FIND A WAY-- *UH OH!*

WHAT'S *THAT*-- DOWN BELOW?

A *STICK-UP!!* IN BROAD *DAYLIGHT!*

JEWELER

CHECKS CASHED

C'MON-- LET'S GET *GOIN'!*

WE AINT GOT *ALL DAY!*

CORRECTION, FRIEND!

YOU HAVEN'T EVEN GOT A FEW *MINUTES!*

ZONK!

LOOK OUT!

IT'S *SPID--* *OOOF!*

IT SURE IS NICE TO BE *RECOGNIZED!*

BUT DON'T BOTHER TO *APPLAUD...*

IT'LL JUST *EMBARRASS* ME!

FORGIVE THE *SLAP,* SON!

I'M NOT TRYING TO BE *FRESH--*

BUT, IF I USED MY *FIST--*

BANK

HOW WOULD THEY *IDENTIFY* YOU LATER ON?

I HOPE YOU APPRECIATE THE *TROUBLE* I'M TAKING WITH YOU--

'CAUSE THIS *WEBBING* DOESN'T COME *CHEAP!*

THERE'S NO EXTRA CHARGE FOR THE *GIFT WRAPPING!*

MANY *THANKS, WHOEVER* YOU ARE!

THAT ROBBERY WOULD HAVE *RUINED* ME!

IT'S A SHAME THEY'LL ALL SOON BE *FREE* AGAIN!

THEY'LL SOON BE *FREE* AGAIN?

WHAT DID HE *MEAN* BY THAT?

COULD IT HAVE SOME-THING TO DO WITH THAT REPORT THE *COMMISSIONER* RECEIVED?

SOMETHING ABOUT DANGEROUS HOODS BEING *FREED* ON BAIL!

WELL, NOTHING MORE I CAN DO *NOW!*

BETTER GET *HOME* AND GRAB SOME *SHUT-EYE!*

I WANNA BE ALL *RESTED UP* FOR MJ'S GRAND *OPENING* TOMORROW NIGHT!

I BET SHE'LL BE A *WOW!*

AND SPIDEY ISN'T THE *ONLY* ONE WHO THINKS SO--

FACE IT, FEMALE-- YOU'LL KNOCK 'EM *DEAD* TOMORROW!

AWRIGHT, KID! THAT'S ENOUGH FOR *NOW!*

SAVE IT FOR THE *LIVE ONES* AT SHOW TIME!

HOW DID I *DO,* MR. SLADE?

FINE, FINE! BUT WHAT ABOUT THE *CAMERA?*

SURE YOU CAN *HANDLE* IT, OKAY?

NO SWEAT, BOSS MAN!

REPEAT YOUR INSTRUC-TIONS --JUST TO MAKE *SURE!*

BETWEEN NUMBERS, I WALTZ AROUND THE PLACE SNAPPING *FREE PICS* OF THE PILGRIMS! HOW'SZAT?

YOU FORGOT *ONE* THING--!

YOU *ONLY* TAKE PICTURES OF THOSE SITTING AT TABLES WITH A *STAR* ON THEM!

I *READ* YOU, MAN!

BE SURE THERE ARE NO *SLIP-UPS!*

WITH *MJ* AT THE HELM?

BITE YOUR TONGUE!

AND NOW, JUST TO PROVE HOW HIPPED ON **SHOW BIZ** WE ARE, LET'S TURN THE CLOCK A DAY AHEAD AND SEE WHAT HAPPENS--

I RESERVED A FRONT ROW TABLE FOR THE THREE OF US!

IT'S JUST LIKE **OLD TIMES** AGAIN!

IT SURE **IS,** HARR--

EXCEPT THAT A CERTAIN BOMB-SHELL **BLONDE** LOOKS MORE **GORGEOUS** THAN EVER!

CAREFUL, MR. P---

IF THERE'S **ANOTHER** BLONDE IN SIGHT, I'LL START A **RIOT!**

ISN'T THAT YOUR **DAD,** GWEN?

BEGORRA! 'TIS **HIMSELF!**

I'M **GLAD** TO SEE HIM GOING **OUT** FOR A CHANGE!

Y'KNOW, I RECOGNIZE A **HALF-DOZEN** CITY OFFICIALS HERE TONIGHT!

AH, **CAPTAIN STACY!** SO **YOU** RECEIVED A SPECIAL INVITATION, TOO?

THAT'S **RIGHT,** COUNCILMAN! THEY MUST HAVE SENT OUT QUITE A **FEW!**

PERHAPS THE **OWNER** INTENDS TO ENTER **POLITICS!**

BY THE WAY --WHO **IS** THE OWNER?

BUT, BEFORE GWEN'S DAD CAN RECEIVE THE **ANSWER** TO HIS QUESTION, THE **BEDLAM** BEGINS--

AND GOES ON--AND ON-- AND ON--AND ON--!

NOW WE KNOW WHAT **GO-GO** MEANS! SHE NEVER **STOPS!**

EAT YOUR **HEART** OUT, GWENDOLYN! **THIS** TIME LITTLE **MARY JANE'S** IN THE SPOTLIGHT!

WOW-EEE! WHY DIDN'T SANTA BRING ME ONE OF **THOSE?**

BUT FINALLY, JUST BEFORE TOTAL **SHELLSHOCK** SETS IN--

HOLD IT, MJ! AREN'T YOU GONNA TAKE **OUR** PIC?

SORRY, SWEETIES! I'M ONLY SUPPOSED TO SNAP THE **CELEBRITIES** TONIGHT!

THAT'S **STRANGE!** I WONDER **WHY?**

YOUR FOOTWORK WAS FROM **FABSVILLE,** TWINKLE-TOES!

I **MUST** HAVE BEEN GROOVY IF **YOU** ADMIT IT, BLUE EYES!

WELL, KEEP IT COOL, CHILDREN!

SNAP YOUR MAP, GENTS? COMPLIMENTS OF THE HOUSE!

A FREE **PHOTO-GRAPH?**

HOW NICE!

I'LL HAVE IT **READY** FOR YOU IN A HALF-HOUR--

IF **HOLLYWOOD** DOESN'T GET YOU **FIRST!**

WHAT'S **WRONG,** COUNCIL-MAN?

I--DON'T KNOW--!

ALL OF A SUDDEN-- I FEEL **DIZZY!**

PERHAPS-- I NEED-- SOME **AIR--!**

MAY I TAKE YOUR **PICTURE,** SIR?

THERE'S **NO CHARGE** FOR THE SNAPSHOTS!

CERTAINLY, YOUNG LADY!

I ENJOYED YOUR **DANCING** VERY MUCH!

BY THE WAY, I BELIEVE YOU KNOW MY DAUGHT-- **-;OHH!-**

IS SOMETHING **WRONG,** SIR?

EH, **NO--** I DON'T **THINK** SO!

IT'S PROBABLY THE SUDDEN FLASH OF THE **BULB--** IT **STARTLED** ME!

DAD! WHAT IS IT? ARE YOU ILL?

I--DON'T THINK SO--DEAR--!

I JUST NEED--A BREATH OF--FRESH AIR!

I'LL BE--RIGHT BACK--!

IT'S WORKING LIKE A CHARM, SLADE!

YEAH! JUST LIKE THE BRAINWASHER SAID IT WOULD!

GET GOING NOW! DIRECT HIM TO THE LAB--

HE HAS TO FOLLOW YOU! HE CAN'T HELP HIMSELF!

THAT'S IT, CAPTAIN! WALK RIGHT IN--!

I--DIDN'T WANT TO--COME HERE! I WANTED--FRESH AIR!

THAT'S ALL RIGHT! WE KNOW WHAT'S BEST FOR YOU!

JUST HAVE A SEAT AND WAIT YOUR TURN!

WAIT MY TURN? --FOR WHAT?

I DON'T--UNDERSTAND! IF ONLY--I COULD THINK--CLEARLY--!

HIS WILL POWER IS GREATER THAN THE OTHERS!

HE'S TRYING TO FIGHT THE EFFECTS OF THE FLASH!

GRAB HIM--QUICK!

THAT'S IT! NOW HOLD HIM UNTIL EVERYTHING IS READY!

ONE OF YOU GET THE BRAIN-WASHER!

DON'T WORRY! WE CAN HANDLE 'IM!

WE CAN'T TAKE ANY CHANCES!

MEANWHILE, AS THE MINUTES TICK BY, SOME OF THE NATIVES GROW RESTLESS--

DAD'S BEEN GONE QUITE A *WHILE* NOW!

PERHAPS I OUGHT TO--

I HOPE THAT HE'S *ALL RIGHT!*

YOU STAY RIGHT *THERE*, GWEN!

I'LL GO OUT AND LOOK FOR HIM!

I'VE HAD A FUNNY *FEELING* ABOUT THIS PLACE ALL NIGHT!

IT ALL STARTED WITH THOSE *FREE PHOTOS* MJ WAS TAKING!

WHY WOULD THEY SINGLE OUT *CERTAIN* GUESTS--?

I'M PROBABLY JUST *IMAGINING* THINGS--

BUT, IF THERE *IS* SOMETHING WRONG--

OL' *SPIDEY* WILL BE ABLE TO HANDLE IT LOTS BETTER THAN PETER PARKER!

OF COURSE, I COULD BE JUST *KIDDING* MYSELF--

MAYBE I'M *LOOKING* FOR AN EXCUSE TO DO SOME MORE *WALL-CRAWLING*--

BUT, *WHATEVER* THE REASON, I--

UH OH!

I MUST HAVE BEEN *RIGHT!*

MY *SPIDER SENSE* IS TINGLING LIKE *MAD* ALL OF A SUDDEN!

AND NO *WONDER!*

SPIDER-MAN!! TRYIN' TO BUST IN!

WELL, *YOU* CAN STOP A BULLET JUST LIKE ANYONE *ELSE!*

EVEN *BETTER*, SON!

BUT THAT DOESN'T MEAN I WANNA MAKE IT MY *LIFE'S WORK!*

ZAK!

UH OH! MY SPIDEY SENSE IS AT IT AGAIN!

SOMEONE'S ATTACKING FROM BEHIND!

THIS'LL PUT YOU OUTTA THE WAY UNTIL WE CAN--> HEY!!<--

HOW'D YOU DODGE THAT??

WITH EASE, SONNY BOY!

I DON'T KNOW WHAT'S GOING ON IN THERE--

BUT IF IT NEEDS A COUPLE OF ARMED HOODS TO GUARD THE SECRET--

YOU CAN BET YOUR BOTTLE-TOPS I'M GONNA FIND OUT!

WHAP!

AND, WHEN IT COMES TO A LITTLE WAY-OUT WALL-CRAWLING--

THERE'S NO TIME LIKE THE PRESENT!

THE ALARM! --I'VE GOTTA SOUND-- THE ALARM--!

THE SIGNAL!! SOMEONE'S BROKEN IN!

WELL, WE'VE GOT ENOUGH MUSCLE TO MAKE SURE HE NEVER GETS OUT AGAIN--

--UNLESS IT'S FEET FIRST!

MOVE IT, YOU GUYS!

KEEP YER SHIRT ON!

THE BRAIN-WASHER'S ORDERS ARE: NOBODY GETS IN--OR OUT!

WE GOT US ENOUGH ARTILLERY HERE TO HOLD OFF AN ARMY!

YOU MIGHT BE BETTER OFF AGAINST AN ARMY!

WHO SAID THAT??

YOUR FRIENDLY, NEIGHBORHOOD SPIDER-MAN!

IT'S THE MASKED WALL-CRAWLER!!

WHO ELSE?

GET IM!!

LOOK OUT! HE--HE'S GONNA--

--LEAP!! UHHH!

AWWW! HOW COULDJA TELL?

IT'S BAD ENOUGH TO SHOOT AT SOMEBODY!

BUT AIM LIKE YOURS IS TOTALLY UNFORGIVABLE!

WHAT YOU NEED IS A LITTLE WORK-OUT--!

--AND FAR BE IT FROM ME TO STOP YOU FROM GETTING IT!

ZONK!

OKAY-- FUNTIME'S OVER!

NOW I WANNA KNOW WHAT'S UP?!!

D-DON'T HIT ME! DON'T HIT ME!

I'LL TALK! I'LL TALK!

BUT, AT THAT CRUCIAL INSTANT--FATE INTERVENES--IN THE PULCHRITUDINOUS PERSON OF A MYSTIFIED M. J. WATSON--

MARY JANE!!

WH-WHAT'S WRONG??

ALL THAT NOISE!! --WHAT'S HAPPEN-ING?

NOW'S MY CHANCE--

IF I CAN GRAB THE GUN--!

OKAY, WALL-CRAWLER--!

NOW IT'S OUR TURN!

HE'S USING HER --AS A SHIELD!!

LET 'IM HAVE IT, LOUIE!

SPIDER-MAN!

ONE SHOT'S ALL IT'LL TAKE TO-- HEY!!

FPLUG

HE--FIRED SOME WEBBING-- RIGHT INTO-- THE GUN BARREL!!

SORRY ABOUT THAT, LOUIE!

PAK!

OHHHHH, SPIDEY-O!

WHAT DO YOU DO FOR AN ENCORE, MAN?

I'VE GOT A GROOVY SOFT-SHOE ROUTINE!

--I WOWED 'EM AT THE BIJOU!

OKAY, LADY-- CUT OUT-- WHILE YOU CAN!

I'VE STILL GOT TO FIND CAPT. STACY!

DON'T YOU HAVE ANY BROTHERS?

I SAID OUT!

WHERE CAN GWEN'S DAD *BE?*

THAT *DOOR* --CAREFULLY GUARDED--!

TEN TO ONE IT'S WHAT I'M *AFTER!*

HEY!! WHAT'S *THAT--!??*

WE'RE--CAUGHT IN A *WEB!!*-- CAN'T *MOVE!*

IT'S A *PLEASURE* TO FIGHT PLAIN, EVERYDAY *HOODS--*

--WITH NO *SUPER POWERS* TO WORRY ME!

KRAK!

AND *NOW* I'LL SEE WHAT'S *INSIDE* HERE--!

CAPTAIN STACY! --IN SOME SORT OF *TRANCE!*

WHATEVER YOU'RE PUTTING ON HIS HEAD--*DON'T DO IT!*

WHO'S *BEHIND* ALL THIS?? *TALK!!*

IT'S NO *SECRET--*

HE'S CALLED THE *BRAIN-WASHER!*

BRAIN-WASHER?? WHO'S *HE?*

OH NO!!

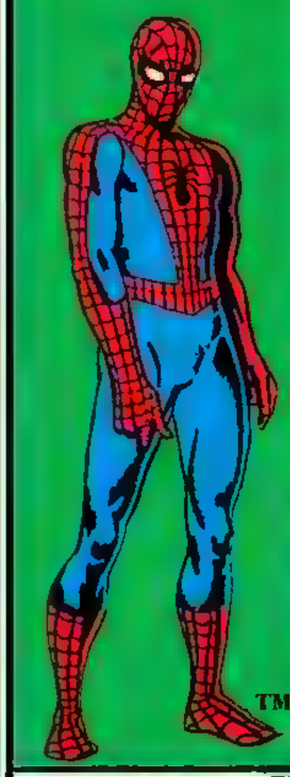
THE MASS OF *MUSCLE* WHO ALMOST *FLATTENED* ME MONTHS AGO!

DID IT-- HAVE TO BE-- *HIM??!*

WOULD YOU BELIEVE-- THE KINGPIN?!!

NEXT ISH:

O, BITTER VICTORY



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the AMAZING SPIDER-MAN

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APPROVED BY THE COMICS CODE AUTHORITY

O, BITTER VICTORY!

THE AMAZING SPIDER-MAN!™

O, BITTER VICTORY!

I'M *GLAD* YOU'VE LEARNED THE *BRAINWASHER'S* TRUE IDENTITY---

SO YOU'LL KNOW IT'S REALLY THE *KINGPIN* WHO IS ABOUT TO *CRUSH* YOU!

SPT

OK!

MOVE IT, SPIDEY! A CREAMPUFF THE KINGPIN *ISN'T!*

HE'S GOT *CAPTAIN STACY* IN SOME SORT OF *TRANCE* UNDER THAT MACHINE!

THERE'S *MORE* AT STAKE HERE THAN I THOUGHT!

IF YOU THINK OUR WEB-SPINNER'S IN TROUBLE *NOW,* WAIT'LL YOU SEE THE *NEW* HEART-RENDING HANG-UPS AHEAD, PEERLESSLY PRESENTED BY:

STAN LEE (*THE MAN*) *and* JOHNNY ROMITA (*RING-A-DING*)

WITH AN ADMIRABLE ASSIST BY:

DASHING **DONNIE HECK** & *MIGHTY* **MICKEY DEMEO**

AND THE EVER-LOVIN' LETTERING OF:

***SWINGIN'* SAMMY ROSEN**

STAND STILL, YOU BLASTED WALL-CRAWLING MEDDLER, OR I'LL... I'LL...

IF YOU WANT A BACKSTOP FOR THOSE PUDGY-HANDED PUNCHES OF YOURS...

GO FIND YOURSELF ANOTHER BOY!

=UNHHH!=

BLAM!

HE'S UP AGAIN... CHARGING AT ME LIKE A BATTERING RAM!

HOW DOES HE MANAGE TO MOVE SO FAST?

DID YOU THINK ONE PUNY ATTACK COULD STOP THE KINGPIN??

NOW I'LL SHOW YOU WHY YOU DON'T STAND A CHANCE AGAINST ME--!

=WHEW!= LUCKY NONE OF HIS BLOWS CONNECTED!

I LEARNED THE HARD WAY--ALL THAT FAT IS JUST PLAIN MUSCLE!*

*IN ISH #51...AS IF IT MATTERS! --SUPERCILIOUS STAN.

IF IT'S ALL THE SAME TO YOU, TUBBY---

I'D RATHER ARRANGE MY OWN DEMONSTRATIONS!

NOW, HOW ABOUT SLOWING DOWN, HUH?

I DON'T WANNA GET CAR SICK!

I'M APPLYING ALL THE PRESSURE I CAN---!

WHY DOESN'T HE FALL?

THUMP!

IT'S LIKE TRYING TO TOPPLE A MOUNTAIN!

HE'S REACHING UP... GRABBING MY ANKLES.. PRYING THEM LOOSE!!

ALL RIGHT, LITTLE MAN--- YOU'VE HAD YOUR CHANCE!!

NOW IT'S THE KINGPIN'S TURN!!

I'LL SHOW YOU WHY NO COSTUMED DO-GOODER CAN EVER HOPE TO VANQUISH ME!

HE'S SWINGING ME AROUND LIKE A RAG DOLL!

NOTHING I CAN DO...

EXCEPT TRY TO LAND WITH THE LEAST POSSIBLE IMPACT---WHEN HE LETS GO!

THIS IS *IT!*

IF I CAN JUST CURL INTO A *BALL* FAST ENOUGH BEFORE I *HIT...*

KINGPIN... STOP!

YOU'RE HURLING HIM INTO THE *ELECTRICAL POWER SOURCE!!*

NO! I DIDN'T *PLAN* IT THAT WAY!!

HE DID IT *HIMSELF...* BY SPINNING AROUND IN MID-AIR!!

IT'LL CAUSE A *SHORT-CIRCUIT!!*

LOOK OUT!! THERE IT *GOES!*

THE *EQUIPMENT!!* SHUT IT *OFF,* YOU BRAINLESS BUMBLER!!

I CAN'T *SEE* HIM THROUGH ALL THE SMOKE!

ELECTRIC SHOCK... *WEAKENED* ME... BUT.. HAVE TO KEEP *MOVING..!*

IT'S *TOO HOT!!* I CAN'T *TOUCH* IT!

OUT OF THE *WAY,* YOU WEAKLING!! LET *ME* DO IT!

IF I CAN JUST... MAKE IT OUT THE WINDOW...

THERE! THE SMOKE WILL CLEAR IN *MINUTES!*

SKRAK!

SPIDER-MAN'S *GONE!*

HE MUST HAVE GOTTEN OUT THE *WINDOW!*

WHAT DO WE DO *NOW,* KINGPIN?

REPAIR THE EQUIPMENT, YOU FOOL!

HAVE YOU FORGOTTEN *CAPTAIN STACY?*

THEN, MINUTES LATER ---

BUT, WHAT ABOUT *SPIDER-MAN?*

I CAN *DESTROY* HIM ANY TIME I *CHOOSE!*

NOW, GET *ON* WITH IT!

THAT'S *IT!* IT'S WORKING *PERFECTLY!*

IN A MATTER OF *SECONDS* HE'LL BE OUR UNWITTING, *TOTALLY-OBEDIENT TOOL!*

NOW... REPEAT AFTER *ME,* STACY...

THE *KINGPIN* IS MY *MASTER!* I WILL OBEY... HIS *ORDERS!*

THE KINGPIN...IS MY MASTER! ...I WILL OBEY... HIS ORDERS...

AND, AS THE MASTER EVIL-DOER CONTINUES HIS SINISTER BRIEFING...

I CAN'T SHAKE THE FEELING THAT THERE'S SOMETHING *WRONG* HERE!

LIKE *WHAT,* GWEN?

I DON'T *UNDER-STAND* IT!

FIRST *DAD*...AND NOW *PETER* HASN'T RETURNED, EITHER!

GWEN! WHERE'S YOUR *FATHER?*

I'VE GOT TO *SEE* HIM!

THERE'S SOMETHING *HAPPENING* OUTSIDE... SOMETHING HE SHOULD *KNOW!*

MJ! YOU LOOK AS THOUGH YOU'VE SEEN A *GHOST!*

WHAT *IS* IT, GIRL? SPEAK UP!

I WAS BACKSTAGE...AND I SAW A *FIGHT*...THEN ONE OF THE MEN *GRABBED* ME... USING ME AS A *SHIELD*...

A *SHIELD!* AGAINST *WHAT??*

AGAINST *SPIDER-MAN!* LIKE--IT WAS *HIM* THEY WERE FIGHT-ING!

I'M SURE THAT... THERE'S NOTHING... TO WORRY ABOUT... YOUNG LADY!

OH! CAPTAIN STACY! I--I DIDN'T KNOW YOU WERE *THERE!*

DAD! YOU'RE *BACK!* YOU'RE *ALL RIGHT!*

I WAS GETTING SO *WORRIED!*

WORRIED? ...ABOUT *WHAT--?*

ABOUT *YOU*, YOU HANDSOME CREATURE!

ABOUT THE MOST WONDERFUL *FATHER* ANY FORTUNATE FEMALE EVER HAD!

BUT, THAT *FIGHT* I SAW... YOU SAY IT WAS LIKE *NOWHERE?*

MAYBE THEY WERE REHEARSING AN *ACT!*

YOU MAY ALL REST ASSURED... THERE IS *NOTHING*... TO BE CONCERNED ABOUT!

AND NOW... LET'S FINISH ENJOYING OUR *DINNER*... AND THE DELIGHTFUL *SHOW!*

I HOPE... YOU WILL *DANCE* FOR US AGAIN, YOUNG LADY!

YOU *KNOW* IT, MAN!

DAD... I *STILL* DON'T UNDERSTAND!

IF MJ SAW A *FIGHT* BACKSTAGE... INVOLVING *SPIDER-MAN*... IT MUST BE SOMETHING *SERIOUS!*

AND *PETER*, WENT BACK THERE! WHY HASN'T HE *RETURNED?*

YOU KNOW *HIM*, GWEN!

HE'S PROBABLY ON THE TRAIL OF SOME *NEWS PIX!*

BUT, ALAS, AS A CRYSTAL-BALL GAZER, HARRY OSBORN LEAVES A *LOT* TO BE DESIRED...

CAN'T GO BACK FEELING LIKE *THIS!*

THAT *ELECTRIC BLAST* REALLY SHOOK ME UP!

BUT, *WORST* OF ALL... WHENEVER I *LOOK* AT ANYTHING...

I SEE *TWO* OF IT!..

THAT'S ALL I *NEEDED*... A CASE OF *DOUBLE VISION!*

WHAT'LL I *DO* IF IT DOESN'T CLEAR UP?

I CAN'T EVEN BE SURE WHAT I'M *LOOKING* AT!

A THING LIKE THIS CAN MAKE ME PRACTICALLY *HELPLESS!*

BUT, I CAN'T STAY *HERE!*

GOT TO GET *BACK*... TO FREE GWEN'S DAD FROM THE *KINGPIN!*

OH, NO! I SAW... *TWO* FLAGPOLES!

... AND REACHED FOR... THE *WRONG* ONE!

REACH, SPIDEY... REACH! THE *WALL* IS NEARBY--!

GOT IT!

WHEW! LUCKY IT DOESN'T TAKE GOOD EYESIGHT TO CLING TO A *WALL!*

C'MON, MAN... PULL YOURSELF TOGETHER!

IT'S NOT THE END OF THE WORLD!

...OR, MAYBE IT *IS!*

I MISSED THAT TOWER BY A *MILE*...

ON ACCOUNT OF... SEEING *TWO* OF THEM!

MIGHT AS WELL FACE IT---
I'M NO GOOD TO ANYONE LIKE THIS!
BETTER GET BACK HOME... FAST!
EVEN CRAWLING DOWN THE WALL WASN'T EASY!
IF THIS DOUBLE VISION DOESN'T LEAVE ME SOON..
THEN SPIDER-MAN'S HAD IT!
CAN'T EVEN TRUST MYSELF TO CROSS ANY STREETS!
I'D BETTER TAKE A BUS HOME!
...IF I CAN CLIMB ABOARD THRU THE RIGHT DOOR!
SECONDS LATER, AS PETER PARKER FALTERINGLY WALKS IN THE OPPOSITE DIRECTION ---
I STILL THINK WE SHOULD HAVE WAITED FOR PETER TO RETURN!
AW, YOU KNOW THAT ROVIN' ROOMIE OF MINE, GWEN!
HE COULD BE GONE FOR DAYS!
WHEN THAT SHUTTERBUG IS AFTER SOME NEWS PIX ... FORGET IT!
DAD, DO YOU THINK THAT--- DAD?
IS..IS ANYTHING WRONG?
NO!...I'M JUST... TIRED!
BUT, THERE ARE SOME THINGS EVEN WORSE THAN FATIGUE...AS OUR SORELY-TROUBLED HERO CAN TESTIFY...
GWEN'S DAD... FACING SOME UNKNOWN DANGER... AT THE HANDS OF THE KING-PIN...
AND NOTHING I CAN DO ABOUT IT!
FOR A WHILE, EVERYTHING SEEMED TO BE GOING MY WAY!
AUNT MAY WAS RECOVERING... HARRY WAS FRIENDLY AGAIN... AND GWEN...
MOST OF ALL... GWEN!
I WAS BEGINNING TO REALIZE... HOW MUCH SHE MEANT TO ME!
WITH SPIDER-MAN HELPLESS ...IF ANYTHING SHOULD HAPPEN ...TO GWEN..!!
BUT SUDDENLY, EVERYTHING'S CHANGED!
8

WHAT IF CAPTAIN STACY IS *MORE* THAN THE KINGPIN'S *PRISONER?*

WHAT IF THAT MACHINE HAS SOMEHOW TURNED HIM INTO A FELLOW *CRIMINAL?*

SOONER OR LATER... *SPIDER-MAN* WILL HAVE TO *FACE* THEM... TO FORCE A *SHOWDOWN!*

BUT HOW? HOW DO I TREAT *GWEN'S DAD*...AS AN *ENEMY?*

HOW CAN I BATTLE THE FATHER OF... THE GIRL I..I.. *LOVE?*

THE GIRL I LOVE!

IT'S...THE *FIRST TIME*... I EVER *ADMITTED* IT... TO MYSELF!

CAN'T SLEEP! NO SENSE EVEN *TRYING!*

I'M ALMOST *AFRAID*... TO LOOK AT ANYTHING!

I'VE GOT TO SEE *GWEN*... LEARN MORE ABOUT HER *DAD*... SOMEHOW!

WHAT'LL I *DO*...IF I STILL HAVE...THAT *DOUBLE VISION?*

BUT, I'VE *GOT* TO DO IT...

I *MUST* LOOK...!

EVERYTHING IS STILL *BLURRED*...BUT IT'S *BETTER* THAN IT WAS!

THAT MEANS...IT'S SLOWLY *IMPROVING!* I'LL FIND *SOME* WAY TO MANAGE!

NO SENSE DISTURBING HARRY!
I'LL JUST LET HIM SLEEP!
THE LESS EXPLAINING I HAVE TO DO, THE BETTER!
SLOWLY, PETE--- SLOWLY!
TAKE IT EASY, FELLA---TILL YOUR VISION'S OKAY AGAIN!
EVEN THOUGH EVERYTHING'S BLURRED...
AT LEAST I DON'T SEE TWO IMAGES ANY MORE!
I COULDN'T WAIT ANY LONGER!
I'VE GOT TO KNOW ---HAS GWEN'S DAD RETURNED YET?
AND, IS HE OKAY?
PETER! I---NEVER EXPECTED--!
WHERE'VE YOU BEEN? WHAT HAPPENED TO YOU?
IT'S A LONG STORY--!
IS YOUR DAD HOME?
MAY I COME IN FOR A MINUTE?
IT'S NOT VERY FLATTERING TO ME... IF YOU ONLY WANT TO STAY A MINUTE!
WOULDJA BELIEVE... FOREVER?
TRY ME, MR-PARKER!
GOOD EVENING, YOUNG MAN!
I THOUGHT I HEARD SOMEONE!
ISN'T IT RATHER LATE TO COME CALLING, PARKER?
I'M SORRY, SIR!
BUT, I HAVE SOME... INFORMATION ...FOR YOU!
THAT'S MY CUE TO MAKE SOME COFFEE!
'TIS THE UNKINDEST CUT OF ALL!
TIME WAS WHEN THE GROOVY YOUNG GENTS CAME TO SEE GWENDOLYNE!
TO THINK THAT I'D BECOME AN EIGHTEEN-YEAR-OLD HAS-BEEN --ALAS!
HE'S CHANGED! THE WARMTH... THE FRIENDLINESS.. ARE GONE!
BUT GWEN DOESN'T YET REALIZE..!
COME INTO THE STUDY, PARKER!
10

I'VE GOT TO BE *CAUTIOUS!* I'LL FEEL HIM OUT SLOWLY!

EARLIER THIS EVENING... AT THE *GLOOM ROOM A-GO-GO*... I WENT BACKSTAGE TO TAKE SOME *PICTURES*...

...AND I DISCOVERED THERE HAD BEEN A *FIGHT!*

WHAT HAS THAT TO DO WITH *ME?*

THERE ARE *ALWAYS* INCIDENTS OCCURING IN PLACES LIKE THAT!

PEOPLE SOMETIMES DO TOO MUCH *CELEBRATING*, AND THEN THEIR *TEMPERS* FLARE UP!

IT WASN'T *THAT* TYPE OF FIGHT, SIR! IT INVOLVED *SPIDER-MAN!*

SPIDER-MAN!

YES, I *SAW* HIM!

THAT'S WHY I THOUGHT *YOU'D* BE INTERESTED!

ARE YOU SURE THERE ISN'T SOMETHING YOU'D LIKE TO *TELL* ME, SIR?

LOOK, PARKER... I DON'T KNOW WHAT YOU'RE *GETTING* AT... AND WHAT'S MORE, I DON'T *LIKE* IT!

I NEVER *DID* LIKE YOUNG SNOOPS WHO COULDN'T MIND THEIR OWN BUSINESS! *UNDERSTAND?*

THERE'S *NO DOUBT* ABOUT IT! SOMETHING'S *HAPPENED* TO HIM! I'VE GOT TO *FORCE* THE ISSUE!

OKAY... MAYBE THE *POLICE* WILL BE INTERESTED!

OH *NO* YOU DON'T!

MY *SPIDER-SENSE*... TINGLING!

IT'S WORSE THAN I *THOUGHT*...

HE'S ABOUT TO *ATTACK* ME!

STAY BACK, MR. STACY! YOU DON'T KNOW WHAT YOU'RE *DOING!*

YOU'RE NOT *WELL!* YOU NEED HELP... *MEDICAL* HELP!

THAK!

HE'S TOPPLING *BACK*... ABOUT TO *FALL!*

WHAT'LL I *DO*... IF *GWEN* HEARS THIS??

OH, *NO!* I FORGOT MY OWN *STRENGTH!*

AND, NO SOONER DOES CAPTAIN STACY STRIKE THE FLOOR, THAN PETER PARKER'S MOST DESPERATE *FEAR* IS DRAMATICALLY *REALIZED*...

DAD! YOU'RE *HURT!*

WHAT *HAPPENED??*

GWEN! WHATEVER HE *SAYS*... WHATEVER YOU *HEAR*...

IT *ISN'T*... WHAT IT *SEEMS!*

HE'S *MAD!* HE *ATTACKED* ME... FOR NO REASON AT *ALL!*

CALL THE *POLICE*... DO YOU *HEAR?* THE BOY IS *DANGEROUS!*

YOU... YOU TELL ME NOT TO *BELIEVE*... WHAT I SEE WITH MY OWN *EYES!*

YOU STRUCK MY OWN *FATHER*... AN OLD MAN... THE DEAREST... THE GENTLEST MAN WHO EVER *LIVED!*

NO, GWEN... *NO!*

THEN *DENY* IT! LET ME HEAR YOU *DENY* IT!

I... I *CAN'T!*

THERE'S NOTHING I CAN *TELL* HER... NO WAY TO *EXPLAIN!*

HOW? HOW COULD I EVER HAVE THOUGHT... THAT I *CARED* FOR YOU..??

I'VE NO *PROOF*... OF ANYTHING!

ALL I CAN DO... BY TELLING HER THE *TRUTH* ABOUT HER FATHER... IS TO MAKE HER *HATE* ME... EVEN *MORE!*

GET *OUT,* PETER... GET *OUT!* AND NEVER COME *BACK!*

I NEVER WANT TO *SEE* YOU AGAIN ...*EVER!*

I CAN'T *BLAME* HER! AND YET...

WHAT DO I DO *NOW??*

IT ALMOST BROKE MY HEART... TO SEE THE *TORMENT* IN HER EYES!

SHE *COULDN'T* HAVE BEEN SO *HURT*... UNLESS SHE FELT ABOUT ME...THE WAY I FEEL ABOUT *HER!*

BUT, WHAT *GOOD* DOES IT DO ME...TO KNOW THAT *NOW?* NOW... WHEN I'VE *LOST* HER... FOREVER!

IT ALL STARTED AT THE *CLUB*... WHERE I FOUND THE *KINGPIN!*

HE'S THE ANSWER TO THE ENTIRE RIDDLE!

BUT, I CAN'T GO AFTER HIM *YET!*

I'VE GOT TO WAIT A LITTLE *LONGER*...TILL MY VISION IS *PERFECT* AGAIN!

HE'S TOO *STRONG*..TOO *DANGEROUS*.. TO TACKLE WITH A *HANDICAP!*

AND, EVEN AS THE TORMENTED YOUTH RIDES INTO THE NIGHT...

WHAT MADE HIM *DO* IT, DAD? WHY DID HE *ATTACK* YOU?

I'M *TIRED*, NOW, GWEN! I WANT TO *SLEEP!* WE'LL DISCUSS IT IN THE MORNING!

I JUST *COULDN'T* BRING MYSELF TO CALL THE POLICE!

BUT, I'LL NEVER *FORGIVE* HIM! *NEVER!*

ARE YOU *SURE* I SHOULDN'T CALL THE *DOCTOR?*

POSITIVE! I JUST NEED SOME SLEEP!

BUT, NO SOONER HAS THE GORGEOUS, GRIEF-STRICKEN GIRL DEPARTED, WHEN...

AT *LAST*, SHE'S GONE!

THE *KINGPIN* MUST BE ALERTED ...AT ONCE!

AHH, *STACY!* WHY BOTHER TO *CALL?*

YOUR ORDERS WERE TO *BE* HERE TONIGHT... REMEMBER?

WHAT? WHAT DID YOU *SAY?*

A *TEEN-AGER? SUSPICIOUS* OF US??

TELL ME HIS *NAME*... WHERE DOES HE *LIVE?*

HE MUST BE *SILENCED*... WITHOUT DELAY!

EXACTLY TEN SECONDS LATER... (FOR THOSE OF YOU WHO WANT TO TEST YOUR STOP-WATCHES)...

HIS NAME IS *PETER PARKER*... AND I JUST *GAVE* YOU HIS ADDRESS!

SO WHAT ARE YOU *WAITING* FOR? *MOVE!*

THOMP!

BUT... YOU SAID HE WAS... JUST A *KID!*

HE'S JUST *SUSPICIOUS*... HE DON'T REALLY *KNOW* ANYTHING!

SUPPOSE WE JUST *LEAN* ON 'IM A LITTLE... AND SCARE 'IM OFF?

HOW *ABOUT* IT, BOSS?

BOSS?... WHY DON'T YOU... *ANSWER..??*

YOU INCONSEQUENTIAL, BRAINLESS *INCOMPETENTS!*

NOBODY GIVES THE *KINGPIN* ANY SUGGESTIONS!

NOW DO AS I *SAID*... OR IT'LL BE *YOUR* NECK... AS WELL AS *HIS!*

BFAM!

SURE, BOSS... *SURE!*

WE WERE ONLY *ASKIN'*, THAT'S ALL!

YOU CAN COUNT ON *US!*

BUT, AS LUCK WOULD HAVE IT, *PETER PARKER* SPENDS THE REST OF THE NIGHT AIMLESSLY WALKING THE STREETS... LOST IN HIS OWN TORTURED THOUGHTS... UNTIL, AT DAYBREAK...

MRS. WATSON,... IS MY *AUNT MAY* HERE?

IS SHE... ALL RIGHT?

WHY, *YES*, PETER!

COME *IN*, SON! I WAS JUST ABOUT TO FIX HER BREAK-FAST!

YOU... LOOK *TIRED*, PETER!

I WAS *UP* KIND OF LATE... STUDYING!

PETER, DEAR! WHAT A *WONDERFUL* SURPRISE!

I NEVER *EXPECTED* YOU SO EARLY!

I COULDN'T WAIT TO SEE HOW YOU *FELT*, AUNT MAY!

YOU SURE LOOK *SPRY!* STILL PLAYING FULL-BACK FOR THE *JETS?*

PETER, THESE *VISITS* FROM YOU ARE BETTER THAN A *TONIC* FOR YOUR AUNT!

ISN'T HE THE DEAREST *PUSSYWILLOW*, ANNA?

THEN, AS THE LONG, FATEFUL MINUTES TICK BY...

IS SOMETHING *WRONG*, DEAR? YOU DON'T SEEM *YOURSELF*, TODAY!

I HOPE YOU'VE BEEN TAKING YOUR *VITAMIN PILLS*, PETER!

YOU KNOW HOW *EASILY* YOU TIRE!

DON'T WORRY ABOUT *ME*, AUNT MAY!

I'M ALWAYS A LITTLE KEYED-UP...JUST BEFORE *EXAMS!*

MEANWHILE, AT PETE'S APARTMENT---

WHOM DID YOU SAY YOU WANT?

A PUNK NAMED *PARKER*... AND *YOU* DON'T FIT HIS DESCRIPTION!

WE GOT TIRED OF *WAITIN'* OUTSIDE---

SO WE FIGURED WE'D COME AND *GET* 'IM!

HE'S NOT HERE!

AND, EVEN IF HE *WERE*...

SHUDDUP! IF WE WANTED *CONVERSATION*, WE'D LISTEN TO *SUSSKIND!*

STOP! YOU CAN'T... *UNHH!*

DON'T *BET* ON IT!

LET'S GIVE THE JOINT THE ONCE-OVER!

NUTS! EVEN A *BEDBUG* COULDN'T HIDE IN *HERE!*

MAYBE SOMEONE TIPPED 'IM OFF AND HE FLEW THE COOP!

YEAH! A FAT LOTTA *GOOD* IT'LL DO HIM!

WE'LL BE *BACK*, JUNIOR!

AND IF WE FIND OUT THAT YA TIPPED PARKER OFF...WE'LL BE REAL *UNHAPPY!*

AND YOU WOULDN'T WANT US TO BE *UNHAPPY*, WOULDJA?

SO KEEP YER TRAP *SHUT*... OR WE'LL *CLOSE* IT FOR YA...FOR *GOOD!*

TALK ABOUT *TIMING!* GUESS WHO COMES IN, ABOUT FIVE MINUTES LATER...

HI, HARRY! I... *HEY!* WHAT *HAPPENED* HERE?

SUPPOSE *YOU* TELL *ME*, ROOM-MATE?

THEY WERE *YOUR* PEN PALS... NOT *MINE!*

THEY?? WHO'S *THEY?*

C'MON, HARRY! SPILL IT!

I DON'T KNOW WHAT KIND OF *TROUBLE* YOU'VE GOTTEN YOURSELF INTO, PETE...

BUT YOU'RE PLAYING IN A MIGHTY *DANGEROUS* LEAGUE!

THEY WERE TWO *GUNMEN*... WHO *WANTED* YOU... REAL *BAD!*

AND IT'S JUST DUMB LUCK THAT *YOU* WEREN'T HURT!

LOOK, HARR... I DON'T WANT *YOU* MIXED UP IN ANY OF THIS!

WHY DON'T YOU STAY WITH YOUR *DAD* FOR A WHILE... UNTIL I TAKE *CARE* OF IT!

NO DICE, PETE! I'M NOT CHICKENING OUT WHEN YOU MAY *NEED* ME!

BUT I WISH I KNEW WHAT WAS GOING *ON!*

SO DO *I,* PAL! SO DO *I!*

THAT *SINKS* IT! I CAN'T AFFORD TO LET ANOTHER *MINUTE* GO TO WASTE!

HARRY WILL BE GOING *OUT* SOON... AND WHEN HE *DOES*...

NO TELLING *WHO* MAY BE ENDANGERED NEXT!

SPIDEY'S GONNA STRIKE AGAIN!

THINGS ARE *STILL* A LITTLE BLURRED... BUT THE *HECK* WITH IT!

I'VE STILL GOT MY *SPIDER POWERS*... AND MY *SPIDER STRENGTH!*

THWANG!

EVEN IF THINGS *DO* LOOK A LITTLE *HAZY* TO ME...

THAT'S NOT GONNA STOP ME FROM REACHING THE *KINGPIN!*

THERE'S TOO MUCH *RIDING* ON THIS FOR ME TO HOLD BACK *NOW!*

THE *POLICE* ARE STILL AFTER ME! I'M WASHED UP WITH *GWEN!*...EVEN *HARRY'S* BECOME INVOLVED!

SO WHAT HAVE I GOT TO *LOSE*?!!

THERE'S THE CLUB *NOW!*

I'LL JUST SWING DOWN AND... *WAIT!*

THERE'S *GWEN'S DAD*... LEAVING WITH THOSE *HOODS!*

THIS MAY BE THE BREAK I'VE BEEN *WAITING* FOR!

I'VE GOT TO SEE WHERE THEY *GO*...!

I DON'T *GET* IT!

HE'S LEADING THEM RIGHT INTO *POLICE HEADQUARTERS!*

GOOD EVENING, CAPTAIN!

BECAUSE OF HIS *POSITION*, NO ONE WOULD QUESTION HIM!

HE'S TAKEN THEM TO THE SOUND-PROOF, STEEL-WALLED *VAULT CHAMBER*...

WHERE THEIR VITAL *RECORDS* ARE STORED!

WELL, FOR *ONCE* I'M GONNA HAVE *PROOF POSITIVE!*

THERE! MY AUTO-MATIC *CAMERA'S* IN POSITION...

SO HERE GOES *NOTHING*..!

HI, GUYS! CAN ANYONE JOIN YOUR PARTY?

I EVEN BROUGHT MY OWN COSTUME!

I GUESSED RIGHT! THEY WERE RIFLING THE POLICE FILES!

SPIDER-MAN!

KEEP DOING WHAT YOU'RE DOING, STACY...

WE'LL TAKE CARE OF HIM!

I APPRECIATE ALL THE ATTENTION, CHAPS...

BUT, YOU'RE USING THE WRONG NOISEMAKERS!

HORNS AND BELLS ARE MUCH BETTER THAN THOSE NASTY OL' GUNS!

C'MON... GRAB 'IM!! HE'S NO BIGGER'N US!

TSK TSK! YOU MEAN "NO BIGGER THAN WE"!

I CAN PUT THESE TWO CLOWNS AWAY WITHOUT EVEN TRYING...

BUT NOW STACY IS COMING AT ME!

IF I SWING, I MAY HURT HIM...!

AND I CAN'T DO THAT TO GWEN'S DAD...NO MATTER WHAT!

THEN, AS THE DOUBT-RIDDEN WEB-SLINGER *HESITATES*...

THIS WILL GET HIM OFF OUR BACKS!

FTOK!

UNHHH!

THINK FAST, STACY! WHAT DO WE DO *NOW*?

DON'T *PANIC*, YOU FOOL!

WE CAN GET THESE RECORDS SOME *OTHER* TIME...

BUT FIRST, WE NEED AN *ALIBI* FOR WHAT JUST HAPPENED!

WE'LL SAY WE SAW *SPIDER-MAN* BREAKING INTO THE FILE ROOM...AND TRIED TO *STOP* HIM!

NO ONE WILL HAVE REASON TO *DOUBT* US!

RECORD DEPT.

THEY *WILL*... IF MY *CAMERA* WAS WORKING!

OH, MY *HEAD!*

IF NOT FOR MY SUPER-STRENGTH, I'D HAVE BEEN OUT FOR THE COUNT!

SECONDS LATER...

LUCKY I GOT *OUT* OF THERE IN TIME!

CAN'T WAIT TO SEE IF THE *PICTURES* ARE CLEAR!

THEN, AFTER A SPEEDY SESSION IN HIS APARTMENT-LAB DARKROOM...

I *DID* IT! THESE PIX SHOW STACY GOING THRU THE FILES *BEFORE* I BROKE IN...

THEY COMPLETELY *RIP* HIS ALIBI TO SHREDS!

BUT, WHAT DO I *DO* WITH THEM?

IF *STACY* IS UNDER THE KINGPIN'S INFLUENCE...

HOW MANY *OTHER* CITY OFFICIALS MAY BE IN THE SAME BOAT??

HOW CAN I KNOW WHOM TO *TRUST*?

I'VE ONLY *ONE* OUT...

EVEN THOUGH... IT'S SURE TO, ...BREAK *GWEN'S* HEART!

I'VE GOT TO DELIVER THE PICTURES TO *JAMESON!*

HE'LL PRINT THEM IN THE *BUGLE* FOR THE WORLD TO SEE!

MOVING

IT'S THE ONLY WAY TO *HELP* GWEN'S DAD!

I *KNOW* HE'S NOT HIMSELF! I *KNOW* THE KINGPIN HAS FOUND A WAY TO *CONTROL* HIM!

BUT HE CAN'T BE *CURED* TILL THE KINGPIN'S *SMASHED!*

FORGIVE ME, GWEN... I'M DOING IT FOR HIS *OWN* GOOD... AND *OURS!*

MR. JAMESON... I BROUGHT SOME NEW *PICTURES* FOR YOU!

TOO BAD I LET THE *BRASS BAND* GO HOME!

IT WAS BEGINNING TO LOOK LIKE YOU FORGOT HOW TO TAKE ANY---*HEY!!*

IF THESE ARE WHAT I *THINK*... THEY'RE *DYNAMITE!!*

THEY'RE WHAT YOU *THINK*, ALL RIGHT!

GEORGE STACY... STEALING POLICE RECORDS!!

ROBBIE, BABY...THIS IS JJ!

SCRATCH THE FRONT PAGE, SWEETIE! THE *SCOOP OF THE YEAR* JUST DROPPED IN OUR LAP!

YEAH--- HOORAY!

FINALLY, THE NEW EDITION IS DELIVERED THRUOUT THE CITY...

PERHAPS READING THE *PAPER* CAN HELP ME STOP THINKING OF *PETER*...

OH, IT'S A *SPECIAL* EDITION!

WHY, IT'S A PICTURE OF..OF... OH, *NO!*

DAD-- COMMITTING A *CRIME!*

--AND, TO MAKE IT *WORSE*--

DAILY BUGLE

EX-POLICE OFFICIAL ROBS P.D. FILES!

RETIRED CAPTAIN GEORGE STACY PHOTOGRAPHED IN ACT OF STEALING TOP SECRET DATA!

EXCLUSIVE PHOTO BY PETER PARKER

IT WAS *PETER* WHO TOOK THE PICTURE!

NEXT:

THE WEB TIGHTENS!

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL™ COMICS GROUP

12¢ IND. | 61 JUNE

MCG

O, WHAT A TANGLED WEB WE WEAVE..!

THE AMAZING SPIDER-MAN!™

WHAT A TANGLED WEB WE WEAVE..!

WILL GWEN AND HER FATHER EVER *FORGIVE* ME---FOR WHAT I'VE *DONE* TO THEM?

PERSPICACIOUSLY PRODUCED and PHILANTHROPICALLY PRESENTED by:
STAN (THE MAN) LEE and JOHN (RING-A-DING) ROMITA

DARINGLY DELINEATED BY: DAZZLIN' *DON HECK*

EXOTICALLY EMBELLISHED BY: MIXED-UP *MICKEY DEMEO*

LONESOMELY LETTERED BY: SWINGIN' *SAM ROSEN*

AND NOW, COME DOWN FROM THY WALL, BELIEVER! *WE'RE OFF...*

I *HAD* TO GIVE THAT PHOTO TO THE *DAILY BUGLE*...

PROVING THAT *CAPT. STACY* TRIED TO STEAL THE POLICE DEPARTMENT *RECORDS!*

IT'S THE ONLY POSSIBLE WAY TO *SAVE* HIM!

GWEN'S DAD DIDN'T KNOW WHAT HE WAS *DOING!*

THE *KINGPIN* SOMEHOW MANAGED TO PUT HIM UNDER HIS *INFLUENCE!*

...AND THE ONLY WAY TO *SMASH* THE WHOLE SCHEME...

...IS TO *EXPOSE* IT...NO MATTER *WHAT!*

BUT I CAN'T TELL *GWEN* WHAT I KNOW...WITHOUT TELLING HER *HOW* I LEARNED IT!

...WITHOUT GIVING MYSELF AWAY...AS *SPIDER-MAN!*

BUT NOW.. WHAT HAPPENS *NEXT?*

WELL, SINCE PETE ASKED...LET'S *FIND OUT...*

UNAWARE THAT HER FATHER IS *STILL* AFFECTED BY THE *BRAINWASHING* HE SUFFERED UNDER THE *KINGPIN'S* STRANGE MACHINE...

...GORGEOUS *GWEN STACY* TEARFULLY, UNCOMPREHENDINGLY STARES AT THE INCRIMINATING FRONT-PAGE NEWS PHOTO, UNTIL...

WHAT *IS* IT, GWEN? WHAT HAVE YOU *GOT* THERE?

LET ME *SEE* THAT...!

DAD! THIS *PICTURE*...OF *YOU*...BREAKING INTO THE *POLICE FILES* AT HEADQUARTERS..!

HOW..? HOW CAN IT *BE??*

I *HAD* TO DO IT! IT *HAD* TO BE DONE!

THEN... IT'S *TRUE!*

I CAN'T EVEN HOPE ...CAN'T EVEN *PRAY*...THAT IT WAS A *MISTAKE!*

IF ONLY I COULD *REMEMBER*... WHY IT WAS...SO *IMPORTANT!*

DAD! I SHOULD HAVE GUESSED SOONER..

THINGS IN MY BRAIN..THEY'RE ALL SO *BLURRED*... SO *HAZY!*

YOU'RE *ILL!*

SOMETHING'S *HAPPENED* TO YOU! YOU DON'T KNOW WHAT YOU'RE *DOING!*

BUT...I MUST FOLLOW *ORDERS!* I CANNOT... *DISOBEY!*

ORDERS? WHOSE ORDERS? WHO'S BEHIND ALL THIS?
WHO'S CHANGED YOU...DONE THIS HORRIBLE THING TO YOU?
I DON'T KNOW... CAN'T REMEMBER!
EVERYTHING IS... ONE BIG, CLOUDED BLUR!
I MUST GO! I HAVE TO HIDE..!

NO! YOU CAN'T! YOU CAN'T BECOME...A FUGITIVE!
I MUST! BECAUSE HE WANTS IT THAT WAY!
PLEASE... DON'T TRY TO STOP ME!
I DARE NOT LEAVE HIM ALONE!..NOT NOW!

WHATEVER HAPPENS...I'LL BE WITH YOU, DAD!
I'LL LOOK AFTER YOU..UNTIL YOU CAN REMEMBER!
BUT, GWEN...I DON'T WANT YOU TO BECOME ...INVOLVED!
I'M YOUR DAUGHTER! IF THERE'S DANGER AHEAD..WE'LL FACE IT TOGETHER!

AND, AS THE DOOR SOFTLY CLOSES BEHIND THEM...
BRINNNG
BRINNNG
BRINNG

NO ANSWER! WHERE CAN THEY BE?
I WAS A FOOL! I NEVER SHOULD HAVE LEFT THEM.. NO MATTER HOW GWEN LOATHED ME!
WHAT IF THE KINGPIN TRIES TO SILENCE STACY...FOR GOOD?
I'VE GOT TO GET BACK TO THEM... WHILE THERE'S STILL TIME!

THAT IS... IF IT'S NOT ALREADY TOO LATE!
BUT I DON'T DARE THINK OF THAT!
ESPECIALLY WHEN I KNOW I LEFT HIM THERE ALONE...WITH GWEN!

I SHOULDN'T BE CUTTING CLASSES NOW...

BUT THAT'S THE LEAST OF IT AT A TIME LIKE THIS!

ALL I WANT.. IS TO FIND THEM BOTH SAFE!

BUT, SECONDS LATER, AS SPIDEY FINALLY REACHES HIS GOAL...

SOME OF THE KINGPIN'S MUSCLE MEN...

THEY JUST FORCED STACY'S FRONT DOOR OPEN!

NOR APTS.

I'M NOT A MINUTE TOO SOON!

HOLD IT, PUNKS!

THAT'S AS FAR AS YOU GO!

GRAB YOUR HARDWARE! IT'S SPIDER-MAN!!

STAK!

STACY AIN'T HERE!

LET'S GIT WHILE WE CAN!

I WAS RIGHT! THEY ARE AFTER GWEN'S DAD!

NOT TILL I POLISH OFF THAT WALL-CRAWLIN' FREAK!

SMILE WHEN YOU SAY THAT, TOUGH GUY!

OTHER-WISE YOU'LL SCARE ME OFF MY PERCH!

WHAT DO THEY CALL YOU...BUTTER-FINGERS?

=UNHHH!=

GET 'IM! BLAST 'IM OFF THAT CEILING BEFORE... =ARHHH!=

NO NEED TO WASTE THOSE NOISY BULLETS, BIG MOUTH!

YOU WANT ME? YOU GOT ME!

Y'KNOW SOMETHING, SWEETIE?

I WAS KINDA HOPING YOU'D TRY THAT!

FTAK!

AND NOW I'LL TELL YOU WHY..!

...'CAUSE IT GIVES ME AN *EXCUSE* TO TEAR INTO YOU JUST A LITTLE BIT *LONGER*...

...AND A LITTLE BIT *HARDER*, YOU CREEPS!

DON'T... JUST *STAND* THERE... YOU GUYS!

GET 'IM!

LEAVE 'IM TO *ME*, BLACKIE...

I'LL MAKE *MINCEMEAT* OUTTA THE BUM!

AWWW, WHAT A *SHAME!* THEY CHANGED THE *RULES* AND NEVER EVEN *TOLD* YOU...

THE WAY WE PLAY IT *NOW*, THE FELLA WHO *TALKS* THE TOUGHEST DOESN'T ALWAYS *WIN!*

VER-RY FUNNY!

REALLY?

THEN WHY DON'T YOU *LAUGH?*

EVEN A MUFFLED LITTLE *CHORTLE* WOULD DO!

BYONK

THHTANNG

OKAY, CHARLIE---WE'VE GOTTA STOP SOME-TIME!

SPINNG!

WE DON'T WANNA MAKE A *FEDERAL CASE* OUT OF THIS!

HEY, *HOLD IT!*

I DIDN'T MEAN YOU WERE OFF THE *HOOK* YET!

I WANT SOME *QUESTIONS* ANSWERED...

AND GUESS *WHO'S* GONNA ANSWER THEM FOR ME!

BUT, A FEW SECONDS LATER...

IT'S *NO USE!*

THE *KINGPIN* DIDN'T TAKE ANY *CHANCES!*

YOU'VE BEEN BRAINWASHED, TOO!

YOU'RE *NO GOOD* TO ME!

BUT NOW LET'S TURN OUR ATTENTION TO SOMEONE WHOM *NOBODY* COULD EVER SAY THAT ABOUT...

HI, HARRY-O! WHAT'S GROOVIN', GOOD GUY?

MARY JANE! BUT, WHY SO *CHEERFUL?*

WHY *NOT*, DAD?

THERE ARE MORE THAN *TWO BILLION* PEOPLE ALIVE TODAY!

...AND *HALF* OF THEM ARE... *MMMMALES!*

THEN...YOU HAVEN'T *HEARD?*

SOME PISTOL-PACKIN' *HOODS* HAVE BEEN LOOKING FOR POOR *PETER!*

YOU'RE PUTTING ME *ON!!*

AND *GWEN'S DAD* IS WANTED BY THE *POLICE!*

IT'S FOR *REAL*, MJ!

PETE'S BEEN CUTTING CLASSES... AND NO ONE KNOWS *WHERE* GWEN OR HER DAD LIT OUT TO!

WELL, DON'T LOSE YOUR COOL, TIGER! THEY'LL *TURN UP* AGAIN!

NOW, HOW ABOUT A *LIFT?*

I WANNA PICK UP MY *PAY CHECK* AT THE *GLOOM ROOM A-GO-GO!*

BUT, UPON REACHING THE SITE...

IT DOESN'T MAKE *SENSE!*

WHY WOULD THEY GO *OUT OF BUSINESS* SO SUDDENLY?

THEY WERE PACKING THEM *IN* EVERY NIGHT!

I'M NOT CRYING A RIVER OVER *THEM*, MAN...

BUT HOW DO I LATCH ONTO THE *MONEY* THEY OWE ME FOR DANCING MY LITTLE *TOESIES* OFF IN THERE?

CLOSED

CLOSED

AND IF YOU SAY "*THAT'S SHOW BIZ*", I'LL SOAK YOU WITH A SOGGY NOODLE!

N33

LIKE THIS IS *TRAGEDYVILLE!*

OR MAYBE IT'S JUST A *GAG!*

YOUR GUESS IS AS GOOD AS *MINE*, LADY!

I'VE GOT TO VISIT MY *DAD*, NOW... WAN'T ME TO DROP YOU *OFF* ANY-WHERE?

LET'S TRY THE *WAILING WALL*, FOR STARTERS!

AND, SPEAKING OF HARRY'S *FATHER*...

YES, THIS IS *NORMAN OSBORN*...

WHAT'S THAT? I'M NEEDED IN THE RESEARCH LAB?

I'LL BE RIGHT THERE!

TONIGHT CHANNEL 23 *THE LEGEND OF THE GREEN GOBLIN*

9 P.M. EASTERN STANDAR TIME

ANOTHER HUMAN INTEREST DOCUMENTARY FROM

THE *GREEN GOBLIN!*

WHY DOES HIS PICTURE *DISTURB* ME SO?

EVERY TIME I HEAR THAT *NAME*, IT SENDS SHIVERS UP MY SPINE!

YOU SAY SOME NEW *EQUIPMENT* ARRIVED IN THE LAB... WITHOUT MY *AUTHORIZATION?*

ALL RIGHT! ALL RIGHT! JUST SIT TIGHT UNTIL I *GET* THERE!

NOW WHAT IN BLAZES CAN BE GOING ON?!!

WINKLER! IS THAT *YOU?*

EH, *YES*... I'M AFRAID I *DID*, MR. OSBORN!

THE *SHIPPING DEPARTMENT* TELLS ME YOU ORDERED EXPENSIVE NEW *ELECTRONIC EQUIPMENT* WITHOUT MY SAY-SO!

RESEA

CONFOUND IT, MAN!

YOU WORKED HERE LONG ENOUGH TO KNOW THE *RULES!*

THERE'S TO BE *NO EQUIPMENT* DELIVERED UNLESS THE ORDER HAS *MY SIGNATURE!*

BUT, YOU WERE *OUT OF TOWN*, MR. OSBORN --- AND WE *NEEDED* THE MATERIAL!

I *PERSONALLY* DOUBLE-CHECKED THE ENTIRE SHIPMENT!

ALL RIGHT, WINKLER... I'LL LET IT GO *THIS* TIME!

BUT, IN THE FUTURE, I WANT MY RULES *OBEYED*... AND THAT MEANS BY *EVERYONE!*

I KNOW WHAT A BRILLIANT *RESEARCH MAN* YOU ARE... BUT THERE'S ONLY ROOM HERE FOR *ONE* BOSS... UNDERSTAND?

OF *COURSE*, MR. OSBORN! IT WILL NOT HAPPEN AGAIN!

THEN WE'LL SAY NO MORE ABOUT IT!

HE'S *GONE!* I *TOLD* YOU WE COULD GET AWAY WITH IT!

IT WAS LUCKY FOR *HIM* THAT HE CHOSE TO *BELIEVE* YOU!

AND NOW, GENTLEMEN... IT SEEMS WE HAVE FOUND A NEW *HIDING PLACE* FOR OUR *BRAIN-WASHING MACHINE!*

SINCE IT WAS *DESIGNED* FOR US BY *DR. WINKLER*, IT IS QUITE FITTING THAT IT SHOULD BE HOUSED IN WINKLER'S OWN *LABORATORY!*

BUT OSBORN *OWNS* THE JOINT! WHAT IF HE COMES SNOOPIN' *IN* HERE AN' SEES WHAT'S GOIN' *ON?*

DON'T BE A *FOOL!* OSBORN HAS *BIGGER* THINGS TO CONCERN HIMSELF WITH!

THIS SPOT IS *PERFECT* FOR US! NO ONE WOULD THINK TO SEARCH A RESPECTABLE *CHEMICAL PLANT* FOR THE *KINGPIN* AND HIS MEN!

HOWEVER, IF *OSBORN*... OR ANYONE *ELSE*, SHOULD BE FOOLISH ENOUGH TO STUMBLE UPON OUR LITTLE SECRET...

THEY ARE TO BE IMMEDIATELY *DISPOSED OF*... WITHOUT ANY DELAY!

...JUST AS YOU WILL *NOW* FIND, AND DISPOSE OF... *EX-CAPT. STACY!*

SINCE THE *POLICE* ARE AFTER HIM, HE CAN NO LONGER BE CONSIDERED A GOOD *SECURITY RISK!*

AND, AS A REWARD FOR TAKING THE PHOTOGRAPH WHICH *STARTED* IT ALL...

PETER PARKER IS TO BE *ELIMINATED* ALSO!

BUT YOUR *MAIN* TARGET... YOUR MOST *IMPORTANT* TARGET... IS TO BE *SPIDER-MAN!*

HE'S BEEN A *THORN* IN MY SIDE SINCE OUR FIRST MEETING!

I WANT HIM *CRUSHED*... JUST AS I'M CRUSHING THIS *STEEL CHAIR!*

IT WILL BE *HIS* LIFE... OR *YOURS!*

WHAT IS *THAT* STUPID-LOOKING GADGET YOU'RE HOLDING, WINKLER?

IT'S AN ELECTRONIC *TRACER* I DEVISED!

IT'LL *HOME IN* ON ANYONE WHO'S BEEN *BRAINWASHED* BY REGISTERING THEIR ENCEPHALIC VIBRATIONS...

ALL RIGHT! *ALL RIGHT!* SPARE ME YOUR TECHNICAL *GIBBERISH!*

YOU NOW HAVE A TRACER...SO *USE* IT!

ONCE *STACY* IS OUR *PRISONER* AGAIN, IT WON'T BE LONG BEFORE *SPIDER-MAN* APPEARS, ATTEMPTING TO *RESCUE* HIM!

THIS TIME WE'LL *GET* 'IM, BOSS!

CORRECTION! THIS TIME THE *KINGPIN* WILL GET HIM!

I NEVER SEEM TO SEE THE SAME FACES *TWICE!*

IN A PLANT AS LARGE AS *THIS*, I'LL BET EVEN *DAD* DOESN'T KNOW ALL HIS EMPLOYEES!

WISH I COULD BE MORE OF A *HELP* TO DAD!

IF ONLY I WASN'T SUCH A *BONE-HEAD* WHEN IT COMES TO *SCIENCE!*

IF I ONLY HAD *HALF* THE SAVVY OF PETER PARK... *DAD!!*

HE DIDN'T EVEN LOOK *UP* WHEN I OPENED THE DOOR!

IS ANYTHING *WRONG*, SIR?

HUH? OH, HARRY! COME IN, SON... COME IN!

I'M JUST... NOT QUITE *MYSELF* TODAY!

IT STARTED WHEN I SAW THE NAME *GREEN GOBLIN* IN THE PAPER!

I DON'T SEEM ABLE TO GET HIM OUT OF MY *MIND* NOW!

I NEVER *DID* UNDERSTAND HOW YOU HELPED TO *DESTROY* HIM, DAD!

THAT'S THE *TROUBLE*, SON...

I CAN'T *REMEMBER!*

MY MEMORY OF THAT EVENT IS ALMOST A TOTAL *BLUR!*

I KNOW THERE WAS A *FIRE* WHICH STARTED DURING *SPIDER-MAN'S* BATTLE WITH THE GOBLIN!

---THE BATTLE IN WHICH THE *GREEN GOBLIN* LOST HIS LIFE!

WHEN I AWOKE IN THE *HOSPITAL* I WAS TOLD THAT THE MASKED WEBSLINGER CREDITED *ME* WITH HELPING HIM TO BEAT THE *GOBLIN*...

*DON'T TAKE *OUR* WORD FOR IT...CHECK IT OUT IN *SPIDEY #40!* --- SQUARE-DEAL STAN.

BUT, I CAN'T *REMEMBER!* I CAN'T REMEMBER *ANY* OF IT!

DON'T WORRY, DAD! IT'LL COME *BACK* TO YOU SOME DAY... I'M *SURE* IT WILL!*

MEANWHILE, BACK AT PETEY'S PAD...

THAT SHOULD DO IT!

IF HE TRIES TO STOP ME WITH *GAS* AGAIN...

...THE *KINGPIN* WILL BE IN FOR A LITTLE *SURPRISE!*

THIS IS *ONE* TIME OL' SPIDEY ISN'T TAKING ANY *CHANCES!*

*BUT, LET'S HOPE THE UNSUSPECTING HARRY IS *WRONG!* THINK HOW *COMPLICATED* THINGS WOULD BECOME IF NORMAN OSBORN EVER REMEMBERED THAT IT WAS *HE* HIMSELF WHO HAD BEEN--THE *GOBLIN!* ...SCARE-MONGER STAN.

MY MAKESHIFT LITTLE *GAS MASK* SHOULD FILTER OUT JUST ENOUGH *FUMES* TO DO THE TRICK!

AND EVEN IF I *WON'T* NEED IT, IT'S LIGHT ENOUGH NOT TO *BOTHER* ME!

...IF I DON'T HAVE TO *WEAR* IT TOO LONG!

AND NOW, MY *FIRST* JOB IS TO FIND *GWEN* AND HER DAD!

...BEFORE THE *KINGPIN* DOES!

THE ONLY PROBLEM IS...

WHERE DO I LOOK?

MAYBE THE DAILY BUGLE HAS HAD SOME REPORTS...

SO I'LL START WITH JOLLY JONAH!

HI, CHUCKLES! ANY NEWS ABOUT CAPT. STACY?

SPIDER-MAN!

WHAT ARE YOU DOING HERE??

JUST HANGIN' AROUND!

DON'T GET CUTE WITH ME, YOU WALL-CRAWLING CREEP!

I KNOW YOU AND STACY ARE IN CAHOOTS!

IS THAT ANYWHERE NEAR HOBOKEN?

MIGHT AS WELL CUT OUT...

HE'S NOT ABOUT TO TELL ME ANYTHING!

BREAK YOUR NECK, YOU BUM!

I LIKE YOU TOO, CHARLIE!

NOW WHAT?

IF ONLY I HAD A CLUE... A LEAD... ANYTHING!

PERHAPS IF I HEAD FOR THE GLOOM ROOM...

BUT, EVEN AS SPIDEY SWINGS TOWARD THE ILL-FATED DISCOTHEQUE...

LOOK! WINKLER'S GIZMO WORKED!

THERE THEY ARE!

THEN WHAT'RE WE WAITIN' FOR?

DAD, ARE YOU *SURE* YOU WON'T RECONSIDER?

RUNNING AWAY HAS NEVER SOLVED ANYTHING! PERHAPS IF YOU *RETURN*... SURRENDER YOURSELF...

I *CANNOT!* IT WOULD BE CONTRARY... TO MY *ORDERS!*

BUT... *WHOSE* ORDERS?

YOU MUST NOT ASK ME!

THOSE MEN...COMING *TOWARDS* US..!

HOLD IT, STACY!

YOU DIDN'T REALLY THINK YOU COULD *SKIP OUT* ON US, DID YOU?

DAD! THEY *FOUND* US..!

WE...HAVE DONE... NOTHING WRONG!

SURE YOU'RE INNOCENT AS A BABE!

NOW LET'S *GO!*

WHEREVER YOU TAKE HIM, *I'M* GOING TOO!

YOU CAN SAY *THAT* AGAIN, BLUE EYES!

POLICE-MEN? WHAT *OTHER* JOKES DO YA KNOW, LADY?

YOU... DON'T *SOUND* LIKE...POLICE-MEN!

MEANWHILE...

THERE IT *IS!*

BUT, IT'S *LOCKED UP*... TIGHT AS A DRUM!

WELL, THAT WON'T STOP *ME!*

ALL I NEED IS *ONE* SINGLE CLUE..!

IT'S NO USE!

THE PLACE IS AS *BARE* AS... *WAIT!*

ON THE *CEILING!* WHAT'S *THAT?*

IT'S NOT A LIGHTING FIXTURE!

BUT IT WAS *SOME* SORT OF ELECTRONIC DEVICE!

WHY WOULD THEY HAVE RIPPED IT OFF THE CEILING, UNLESS...?

THERE'S A *LABEL* ON THE BACK OF IT---!

HOW *ABOUT* THAT!!

IT WAS MADE IN THE CHEMICAL FACTORY OWNED BY *HARRY'S DAD!*

OSBORN LABORATORIES

IT'S PROBABLY JUST A WILD GOOSE CHASE...

BUT SOMETHING TELLS ME I'VE GOT TO CHECK IT *OUT!*

AT LEAST UNTIL I CAN DIG UP A *BETTER* LEAD!

WHAT COULD *MR. OSBORN* HAVE MADE THAT WOULD HANG ON THE *KINGPIN'S* CEILING?

IF HE WERE STILL ---THE *GREEN GOBLIN*...

BUT *NO!* THAT'S *IMPOSSIBLE!*

---I *HOPE!*

AND, EVEN AS OUR WORRIED WEB-SLINGER WENDS HIS WAY TOWARDS NORMAN OSBORN'S PLANT...

AHH, I SEE THAT THE *BAIT* FOR OUR TENDER LITTLE *TRAP* HAS ARRIVED!

SHOW THEM IN--- *BOTH* OF THEM!

DAD! THAT MAN! IS *HE* THE ONE--- BEHIND ALL THIS?

HE CALLS HIMSELF--- THE *KINGPIN!*

HOW *NICE* OF YOU TO COME AND *VISIT* US

THE *KINGPIN* HAS BEEN MOST *ANXIOUS* TO GREET YOU!

HE'S EVEN ARRAIGNED A LITTLE *PARTY*-- IN YOUR HONOR!

THEN, BRIEF MINUTES LATER...

WAS IT WISE TO SEND THE *OTHERS* AWAY, KINGPIN?

INASMUCH AS YOU'RE EXPECTING AN ATTACK BY *SPIDER-MAN!*

ARE YOU DEIGNING TO QUESTION MY *JUDGMENT*, WINKLER?

NO! NO... OF *COURSE*, I WOULDN'T!

I MERELY WANT TO BE *CERTAIN* THAT THE SIGHT OF *TOO MANY* FOES DOESN'T SCARE MY INTENDED VICTIM *AWAY!*

THAT'S STRANGE! THERE'S A *LIGHT* BURNING IN WINKLER'S LAB!

HE MUST BE WORKING *LATE* TONIGHT!

I WONDER WHAT HE'S *DOING* THAT REQUIRES SUCH LONG HOURS?

WHILE WE'RE *WAITING*, GIVE STACY *ANOTHER* DOSE OF THE *BRAINWASHING* TREATMENT!

MOST OF IT SEEMS TO HAVE ALREADY *WORN OFF!*

ALL RIGHT! IT WON'T TAKE LONG!

IT'LL TAKE LONGER THAN YOU *THINK*, CHUM!

...LIKE MAYBE... *NEVER!*

SPIDER-MAN!

STOP HIM, KINGPIN!!

RIGHT ON *SCHEDULE!*

IT'S...UP TO... *YOU!*

IXNAY ON THE *CLOBBER STICK*, CHUBBINS!

WE'RE GONNA DO THIS *MY WAY!*

ARROGANT *FOOL!* I DON'T *NEED* THAT CANE!

MY OWN *STRENGTH* IS ENOUGH FOR *YOU!*

JUST BETWEEN *US*, TUBBY... IT'S *TOO MUCH!*

WHICH IS *WHY* I'M NOT GONNA LET YOU *USE* IT!

SAY, DIDN'T ANYONE EVER TELL YOU THAT YOU DON'T HAVE TO BE *FAT* TO BE POWERFUL?

EVEN A *SKINNY* LITTLE SPIDER CAN TRAP A BIG, BAD, OVERWEIGHT *FLY!*

THIS WILL SHUT YOU UP... FOR *GOOD!*

YOUR *GAS-FILLED* TIE-PIN!

TOO *LATE* TO SAVE YOUR-SELF *NOW!*

DON'T *BET* ON IT, BLUBBER-HEAD!

WHY DON'T YOU *GASP... COUGH.. CHOKE??*

THE GAS STOPPED YOU *LAST* TIME!!

YOU'RE RIGHT! IT *DID!*

AND THAT *REMINDS* ME..!

I STILL *OWE* YOU FOR THAT LITTLE SESSION!

AND, NOW THAT I KNOW A *SINGLE* BLOW CAN'T STOP YOU...

I WON'T BE *IMPATIENT!*

WHOOPF!

I'LL JUST KEEP *POUNDING* AWAY...

TILL YOU BEGIN TO GET THE *MESSAGE!*

IT WORKED!

WHEN HIS GAS FAILED, THE SURPRISE THREW HIM OFF-BALANCE, UNTIL...

YOU HAVEN'T WON YET!

TURN AROUND! LOOK AT WINKLER..!

I THOUGHT I HEARD... WHA..??!

HAS WINKLER GONE MAD?

I'VE GOT TO DO SOMETHING..!

ONE FALSE MOVE, SPIDER-MAN... AND THESE TWO DIE!

NOT EVEN YOU CAN STOP ME IN TIME!

REMAIN COMPLETELY MOTIONLESS... UNTIL I CAN SUMMON THE KINGPIN'S MEN!

PUT DOWN THAT GUN, YOU MADMAN!

I TACKLED HIM... WITHOUT THINKING... AS IF IT'S THE MOST NATURAL THING FOR ME TO DO!

KRAK!

BUT... THE IMPACT MADE HIS GUN GO OFF!

BUH-KOOOM!

HE FIRED INTO THE BRAINWASHING MACHINE!

...MAKING IT EXPLODE!

THEN, SUDDENLY, EVERYTHING SEEMS TO HAPPEN AT ONCE...!

I--I'M HURT! MY HEAD... THROBBING... PAIN GETTING WORSE...!

WINKLER... DEAD! EXPLOSION KILLED HIM!

I TRIED... TO HELP, BUT... MIGHT HAVE MADE THINGS... WORSE!

THE LEADEN VAT... ABOVE THEIR HEADS... IT'S BEEN JARRED LOOSE!

IF... IT SHOULD FALL!!

NO! IT MUSTN'T! IT CAN'T!

THE CABLE SNAPPED!!

GWEN!! GWEN!!

I WON'T LET YOU DIE!! I WON'T!!

I'VE GOT TO PUT YOU DOWN...QUICKLY!

NO TELLING WHAT THE KINGPIN'S UP TO NOW!

HE'S HAD TIME...TO REGAIN HIS STRENGTH!

IT'S OVER! THEY'RE SAFE!

ANOTHER SPLIT-SECOND... WOULD HAVE BEEN...TOO LATE!

CAN'T SEE HIM...THRU THE SMOKE!

WAIT! THERE'S SOMEONE BELOW... CALLING ME!

SPIDER-MAN... LISTEN..!

MY PRIVATE HELICOPTER...ON THE ROOF!

KINGPIN SLIPPED OUT...HEADED UP THERE..!

THAT'S *ALL* I WANTED TO KNOW!

IF I GET MY *HANDS* ON THAT MURDEROUS MISANTHROPE *AGAIN*...!

IT'S *NO USE!*

HE'S *ALREADY* TAKEN OFF...

AND HE'S FAR BEYOND THE DISTANCE I CAN HURL MY *WEB!*

BUT, THERE'LL BE *ANOTHER* TIME!

THERE'S *GOT* TO BE!

EEEEE

SIRENS! THE *POLICE* HAVE ARRIVED!

GET A *STRETCHER* HERE!

THEY'LL REALIZE YOU'RE *INNOCENT* NOW!

MR. OSBORN CAN TESTIFY! HE *SAW* WHAT HAPPENED!

MY HEAD...IT'S *CLEAR* AGAIN!

AS SOON AS THE *BRAIN-WASHING* MACHINE EXPLODED, DAD BECAME *HIMSELF* AGAIN!

MR. OSBORN...AND *SPIDER-MAN*... HELPED TO *SAVE* US!

THANKS, GWENNIE! I *NEEDED* THAT!

...FAR AS THE *COPS* ARE CONCERNED, I'M STILL *WANTED!*

ARE YOU *ALL RIGHT*, MR. OSBORN?

THINK SO, INSPECTOR! ...THE PAIN ... SEEMS TO BE GONE!

YOUR DAD JUST NEEDS A LITTLE *REST*, MISS!

WINKLER IS DEAD... BUT I'M GLAD THAT YOUR STORY COMPLETELY *EXONERATES* CAPTAIN STACY!

HE'LL BE FIT AS A FIDDLE BY MORNING!

IF ONLY I COULD THANK... *SPIDER-MAN!*

WE OWE HIM OUR *LIVES!*

HOW *UNLUCKY* CAN YOU BE?

SHE THINKS *SPIDEY'S* A HERO... BUT *PETER PARKER* IS ALL *WASHED UP* WITH HER!

AND *THAT* I'VE GOTTA *LIVE* WITH!

NEXT:

THE NAME OF THE DAME IS...

MEDUSA

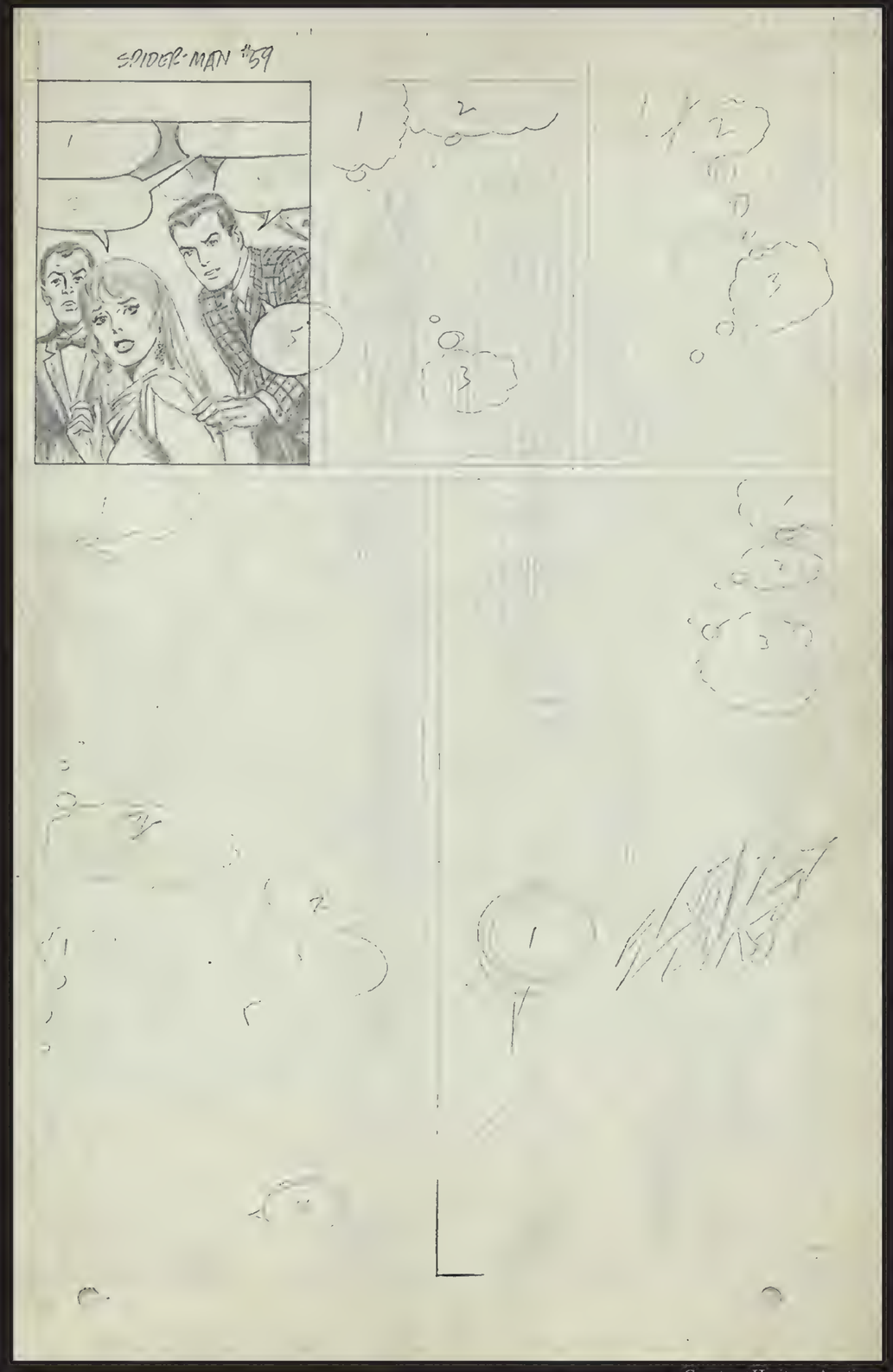
The Amazing Spider-Man #51 cover production photostat
featuring John Romita's unrevised artwork

The Amazing Spider-Man #57, page 5
record photostat with editorial and proofing notations

The Amazing Spider-Man #57, page 12
record photostat with editorial and proofing notations

The Amazing Spider-Man Annual #4, page 30
record photostat with editorial and proofing notations

The Amazing Spider-Man #59, page 15 layout pencil study
by Larry Lieber



Courtesy Heritage Auctions

The Amazing Spider-Man #59, page 17 layout pencil study
by Larry Lieber

The Amazing Spider-Man #59, page 19 layout pencil study
by Larry Lieber

BIOGRAPHIES

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust out into the post-Depression wartime economy. Through family connections, he was able to land a job with Martin Goodman's comic-book publishing start-up, Timely Comics, as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so when his first professional writing job came, in the form of a humble two-page text story in *Captain America Comics* #3, he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

But the world of comics managed to keep Stan Lee constantly employed. His proficiency on the job got him the position of managing editor at an extremely young age. He graduated from simple text pieces to full-length stories in *All-Winners*, *USA Comics*, and other Timely anthologies. His tenure in the '50s saw him expand the company (now called Atlas Comics) output to include more genre experimentation, with westerns, war, horror and crime comics.

All this activity was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists topped off by the formidable talents of Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to do something to find a way to revitalize dwindling sales, Stan figured he would co-opt the successful super-hero revival at competitor DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Stan's Marvel Age heroes would be normal, fallible, imperfect people, forced to cope with their newfound superhuman traits just like the average person might.

Stan's innovation sent shock waves through the comics industry, and within a few years, Marvelmania was taking hold: unlike other fads of the time, it wasn't letting go. Under his direction, creations like Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and Incredible Hulk flourished in the shared universe they inhabited. Stan developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus exploding the story possibilities for the kids who became eager fans.

In addition to bringing a new twist to the life of the super hero, Stan also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads, and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Stan wrote virtually every comic that appeared from Marvel during the 1960s. But when he was promoted to Publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Stan has returned to write scripts for the odd single issue or series, focusing on Marvel's ventures into television and movie development. To this day, he remains Marvel Comics' single greatest ambassador to the world.

JOHN ROMITA

Without question one of the most loved and influential artists to grace the pages of Marvel Comics, John Romita was born in 1930 and, fresh out of a fine arts high school, quickly joined the ranks of comic book artists. As was typical of many of his peers, John drew for Atlas, the 1950s incarnation of Marvel Comics, across the many war, Western, horror, and jungle-girl genres published by Martin Goodman. Of special note during this time was John's work on the 1953-54 Commie-smashing revival of Captain America.

As the 1960s dawned, John was for the first time drawing comics for an employer other than Marvel. At DC, he was working exclusively behind the boards of their many romance comics, like *Secret Hearts, Girls' Love Stories,* and *Young Love.* It wasn't until 1966 that he returned to Marvel comics and the super-hero genre in the pages of *Daredevil* #12-19, but that run's main legacy in John's career wasn't drawing Daredevil. Indeed, it was a guest appearance by a certain friendly neighborhood wall-crawler that would be pivotal for both John and comic-book readers worldwide.

After doing such a confident rendering of Spider-Man in the pages of *Daredevil,* it was an easy choice to tap John Romita as the new artist on what was fast becoming Marvel's most important title—*The Amazing Spider-Man.* After a few issues struggling in the mold of Spidey co-creator Steve Ditko, John came into his own—and how! With a bold style regarded as one of the most iconic in comic-book art, John developed a look for Peter Parker and his world that would define the character for years to come. His more muscular and firm figure drawings added a bolder flair to the tone of the book, and his years of drawing beautiful women in DC's romance books paid off big-time with definitive renderings of Gwen Stacy and the introduction of Mary Jane Watson.

For the better part of the next seven years, John drew *The Amazing Spider-Man* (spelled at times by Gil Kane), but that's not the only character he drew for Marvel! He did a brief run on *Fantastic Four,* being the first to draw the book after Jack Kirby's 103-issue tenure, and also drew an acclaimed run on *Captain America* #138-145.

It was about this time when John was anointed art director for Marvel. Once Stan Lee was elevated to publisher, he knew there was only one artist who could help streamline the look and feel of the new age of Marvel Comics in the 1970s, and that was Jazzy John! Though his responsibilities kept him from drawing a monthly series, John still drew countless covers, crafted the look of characters from the Punisher to Wolverine, designed the Spider-Man balloon for the Macy's Thanksgiving Day Parade, and took to training the next generation of comic-book artists in Marvel's Art Department, known as Romita's Raiders.

To this day, though semi-retired, John steps up to the drawing board to lend his mastery of the medium to the occasional cover or story. Beyond that, though, the Romita legacy is in safekeeping with John Romita, Jr., who is now—much like his father was at the height of his career—setting the tempo for the visual look of Marvel Comics.

DON HECK

A native New Yorker, and artist's artist, Don Heck began his comics career working for Harvey Comics in 1949, but it was his dramatic covers for the Comic Media genre titles of the early '50s that got the attention of one Stan Lee. Don's future employer at Atlas/Marvel was engrossed by his stark images of battle-worn war heroes, creepy shrunken heads, gunshot victims, vampires, and bristling cowboy action. When Stan was searching through the list of free agent artists to hire for Atlas, Don was extended an immediate offer.

Don attacked his Atlas Comics assignments with aplomb, turning in page after page of work across all genres, including science fiction, jungle, military and romance. In fact, it was while toiling as a romance artist that Don Heck's reputation for stunning renderings of female beauty took hold.

Perhaps Don Heck's most lasting contributions to the world of comic books came after the Atlas Era imploded and the Marvel Age of Comics rose up from its ashes. He is perhaps best remembered for the adventures of Iron Man, the character which he first defined with Stan Lee in the pages of *Tales of Suspense* #39. He also earned renown during his long tenure as artist on *Avengers* with writers Stan Lee and Roy Thomas, introducing the fan-favorite archer, Hawkeye to the ranks of Earth's Mightiest Heroes.

Don worked throughout the 1970s on titles including *The Flash*, *Justice League of America* and *Dial H for Hero*, and then intermittently through the early 1990s for both Marvel and DC Comics. He passed away from lung cancer in 1995.

LARRY LIEBER

Larry Lieber deserves regard as one of the unheralded troopers of the Marvel Age of Comics. As Stan's right-hand man, Larry would ably pitch in wherever needed, either scripting stories or penciling them, and sometimes both. In fact, several of Marvel's first forays into super-hero stories were scripted or drawn by Larry: Thor in *Journey Into Mystery*, the Human Torch in *Strange Tales*, and Ant-Man in *Tales to Astonish*. Larry also holds the distinction of scripting the very first Iron Man story in *Tales of Suspense* #39. From the mid to late 60s, Lieber's duties were mostly centered around westerns like *Kid Colt Outlaw* and *Rawhide Kid*, but he also did some high-profile work on *Amazing Spider-Man Annuals* #4-5. In 1975, Larry was editor of the short-lived Atlas/Seaboard comics line. His most recent work in comics involves writing and drawing the Spider-Man syndicated newspaper strip.

Biographical material researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS

ALSO AVAILABLE IN HARDCOVER

THE AMAZING SPIDER-MAN VOLS. 1-13
ANT-MAN/GIANT-MAN VOLS. 1-2
THE AVENGERS VOLS. 1-11
THE BLACK PANTHER VOL. 1
CAPTAIN AMERICA VOLS. 1-5
CAPTAIN MARVEL VOLS. 1-3
DAREDEVIL VOLS. 1-6
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-2
DOCTOR STRANGE VOLS. 1-5
THE FANTASTIC FOUR VOLS. 1-13
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-6
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-7
IRON FIST VOL. 1
MARVEL TEAM-UP VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-2
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-10
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-7

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-6
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOL. 1
GOLDEN AGE YOUNG ALLIES VOL. 1

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-3
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-3
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

COLLECTING *THE AMAZING SPIDER-MAN* #51-61 & *ANNUAL* #4

MARVEL